

NO1000004853
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June 29, 2001

Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: Voices United, Inc.

600004460036--3
-07/05/01--01061--003
*****78.75 *****78.75

Dear Madam or Sir:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above-referenced Florida not-for-profit corporation. Also enclosed is check number 139 payable to the Department of State in the amount of \$78.75 in payment of the filing fee and a certified copy.

Thank you for your attention to this matter. Should you need anything further in order to file the enclosed articles, please contact the undersigned at your earliest convenience.

Sincerely,

Toni Clark
Toni Clark
Certified Legal Assistant

Enclosures

cc: Rafael Sánchez-Aballí, Esq. (w/o encl)

01 JUL -5 AM 10:04
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS
7/11/01 ✓

FILED

01 JUL -5 AM 10: 04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
VOICES UNITED, INC.

The undersigned, acting as the incorporator of this not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation (the "Articles") of such corporation.

ARTICLE I

NAME

The name of this corporation shall be:

VOICES UNITED, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be:

2801 Northeast 183 Street, Apt. 1505
North Miami Beach, Florida 33160

ARTICLE III

DURATION

The Corporation shall commence its existence with the filing of the Articles. The existence of the Corporation shall be perpetual, unless dissolved according to law.

ARTICLE IV

GENERAL PURPOSES

The general purposes for which the Corporation is organized are:

- (a) To provide humanitarian assistance and educational materials to children in Cuba.

- (b) To engage in any and all lawful activities for which not for profit entities may be organized under the Florida Not-For-Profit Corporation Act.

ARTICLE V

MEMBERSHIP

The Corporation shall have no members.

ARTICLE VI

BOARD OF DIRECTORS AND MANNER OF ELECTION

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board, which shall initially have three (3) directors, who shall each hold office until their qualified successors have been duly elected by a majority of the members for each director position for a term of one (1) year at the Corporation's first annual members' meeting. Succeeding directors shall be elected at each annual meeting thereafter. A majority of all of the members of the Board may from time to time increase or decrease the number of directors to a minimum of three (3) and a maximum of five (5). In alphabetical order, the names and street addresses of all of the members of the first Board are:

Names:

Street Addresses:

Cosette Alves Carballosa

2801 Northeast 183 Street, Apt. 1505
North Miami Beach, Florida 33160

Liana C. Sánchez

2801 Northeast 183 Street, Apt. 1505
North Miami Beach, Florida 33160

Juan Fraga

2801 Northeast 183 Street, Apt. 1505
North Miami Beach, Florida 33160

ARTICLE VII

NONSTOCK BASIS

The Corporation is organized on a nonstock basis.

ARTICLE VIII

AMENDMENT

Any amendment to the Articles must be approved by a majority of all the members of the Board.

ARTICLE IX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation in the State of Florida shall be:

c/o Rafferty, Gutiérrez, Sánchez-Aballí, Stolzenberg & Gelles, P.A.
1101 Brickell Avenue
Suite 1400
Miami, Florida 33131

The name of the initial registered agent of the Corporation at the above-specified address shall be:

Rafael Sánchez-Aballí, Esq.

ARTICLE X

INCORPORATOR

The name and street address of the incorporator of the Corporation (the "Incorporator"), which is signing the Articles, are as follows:

Name:

Rafael Sánchez-Aballí, Esq.

Street Address:

c/o Rafferty, Gutiérrez, Sánchez-Aballí,
Stolzenberg & Gelles, P.A.
1101 Brickell Avenue
Suite 1400
Miami, Florida 33131

ARTICLE XI

EXEMPT STATUS

Notwithstanding any other provisions of the Articles, this Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United State Internal Revenue law.

ARTICLE XII

DISSOLUTION

In the event of the dissolution of the Corporation and after all of the Corporation's liabilities and obligations have been paid and discharged, any residual assets of the Corporation shall be donated to one or more exempt organizations, qualifying as such under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any prior or future law enforced by the United States Internal Revenue Service.

IN WITNESS WHEREOF, the Incorporator has made and subscribed to the Articles, in the City of Miami, County of Miami-Dade, State of Florida, for the aforementioned uses and purposes in connection with the Corporation, on this 29th day of June, 2001.

By:


Rafael Sánchez-Aballí, Esq.
Incorporator

FILED

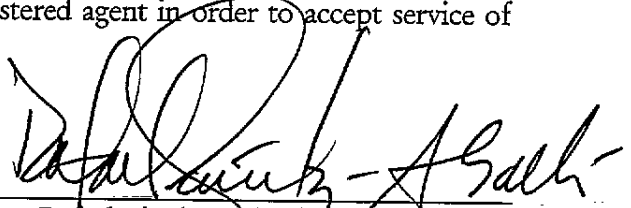
DESIGNATION AND ACCEPTANCE OF
REGISTERED AGENT OF VOICES UNITED, INC.

01 JUL -5 AM 10:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

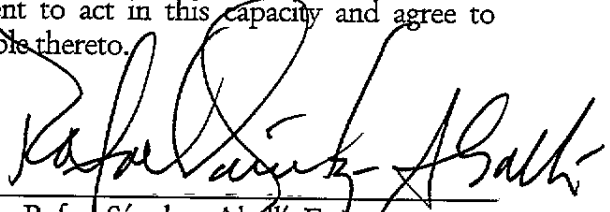
Pursuant to Sections 48.091 and 617.0501 of the Florida Statutes, Voices United, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at c/o Rafferty, Gutiérrez, Sánchez-Aballí, Stolzenberg & Gelles, P.A., 1101 Brickell Avenue, Suite 1400, Miami, Florida 33131, has named Rafael Sánchez-Aballí, Jr. Esq. located thereat, as its registered agent in order to accept service of process within the State of Florida.

By:


Rafael Sánchez-Aballí, Esq.
Incorporator

Having been named as the registered agent in order to accept service of process in the State of Florida for the above mentioned corporation at the location designated herein, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida applicable thereto.

By:


Rafael Sánchez-Aballí, Esq.
Registered Agent