

NOI 00008374
Quetzalcoatl Theocalli Inc.

251 Saint Cloud Village Ct. Suite 202

Kissimmee Fl. 34744

P. O. Box 700634 Saint Cloud Fl. 34770

Tel: (407) 892 8167

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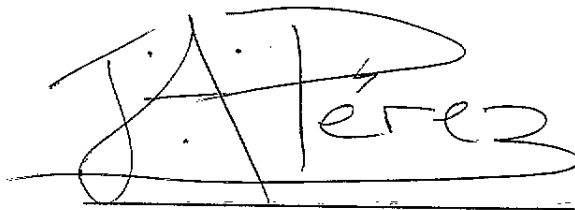
Corporate Filings Office:

I enclose an original and 1 copy of the proposed Articles of Incorporation of Quetzalcoatl Theocalli Inc.

Please file the Articles of Incorporation and return a Certificate of Incorporation AND a file-stamped copy of the original Articles to me at the above address.

A check in the amount of \$ 87.50, made payable to your office, for total filing and processing fees is enclosed.

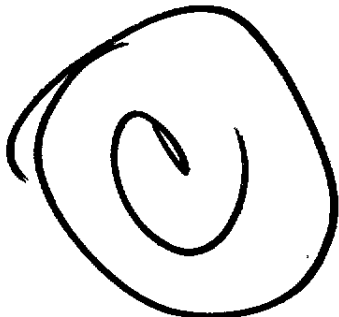
Sincerely,



Jorge A. Pérez, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 28 2001



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201-19993
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 29, 2001

JORGE PEREZ
QUETZALCOATL THEOCALLI INC
PO BOX 700634
ST CLOUD, FL 34770

SUBJECT: QUETZALCOATL THEOCALLI INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT(P01000095083) corporation. Please be advised, we have corrected our records to reflect this corporation as a NON PROFIT corporation and assigned new document number N01000008374 with the original file date of September 27, 2001.

Any annual reports/uniform business reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
RoseAnn Varnadore
Corporate Specialist Supervisor
New Filings Section

Letter number: 601A00063469

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

A NON-PROFIT CORPORATION

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida, adopt the following Articles of Incorporation:

ONE: The name of this corporation is Quetzalcoatl Theocalli Inc.

TWO: The name and address of the registered agent/^{principal} address of this corporation are: principal: 622 E. Vine St., Kissimmee, Fl. 34744

Jorge A. Pérez: 251 St. Cloud Village Ct. Suite 202,

Kissimmee Fl. 34744

P.O. Box 700634, St. Cloud Fl. 34770

Tel: (407) 892-8167.

THREE: The specific purposes for which this corporation is organized are:

1-Charitable purposes, 2-Religious purposes, 3-Educational purposes, 4-Scientific purposes, 5-Literary purposes.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

FOUR: The number of initial directors of this corporations is Three. Their names and address are as follows:

Jorge A. Pérez: 251 St. Cloud Village Ct.
Suite # 202.

Kissimmee Fl. 34744.

Rafael Alvarez: 9708 Hammocks Blv. Suite # 101
Miami Fl. 33196

Elianné Valadez: 249 St. Cloud Village Ct.
Suite # 201

Kissimmee Fl. 34744

FIVE: The name(s) and address(es) of the incorporator(s) of this corporation is (are):

Jorge A. Pérez; 251 St. Cloud Village Ct.
Suite # 202,
Kissimmee Fl. 34744.

Rafael Alvarez; 9708 Hammocks Blv. Suite # 101
Miami Fl. 33196

Elianné Valadez; 249 St. Cloud Village Ct.
Suite # 201
Kissimmee Fl. 34744

SIX: The period of duration of this corporation is perpetual.

SEVEN: The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows:

This corporation shall have one class of membership. Any person shall be qualified to become a member upon payment of the initial dues, if any, fixed by the board of directors and shall continue as a member upon paying the annual dues, if any, fixed by the board of directors. The method and time of payment of dues shall be determined, and may be changed, from time to time, by the board of directors. Additional provisions specifying the rights and obligations of members shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of this state.

EIGHT: Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation

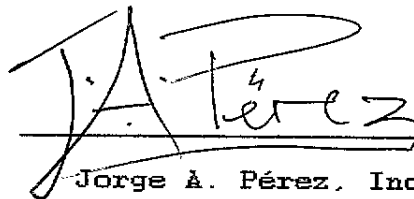
shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

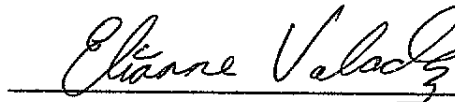
Dated: August 9 2001



Jorge A. Pérez, Incorporator



Rafael Alvarez, Incorporator



Elianné Valadez, Incorporator

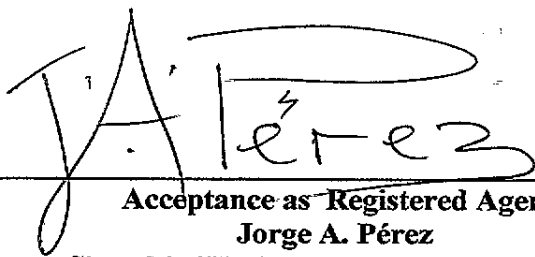
Reference:
Quetzalcoatl Theocalli, Inc.

To:
Department Of State
Division Of Corporations
P. O. Box 6327
Tallahassee Fl. 32314

Subjet:
Registered Agent Statement of Acceptance

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

I am currently residing at:
251 St. Cloud Village Ct. Apt. # 202
Kissimmee Fl. 34744


Acceptance as Registered Agent
Jorge A. Pérez
Signed in Kissimmee Fl. today 08/31/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA