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January 29, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for
Guy Perez-Cisneros Foundation, Inc.

FILED
02 FEB - 1 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam::

Enclosed is an original and a copy of the Articles of Incorporation of Guy Perez-Cisneros Foundation, Inc., along with the filing fee of \$78.75.

I would appreciate it if you return to us a certified copy for our records. If you have any questions, please call me at (305) 379-5574.

Very truly yours,



ARZ/dh
Enc.

Ps 2/7/02

ARTICLES OF INCORPORATION
OF
GUY PEREZ-CISNEROS FOUNDATION, INC.

FILED

02 FEB -1 AM 9:25

CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Nonprofit Corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of the proposed Corporation is:

GUY PEREZ-CISNEROS FOUNDATION, INC.

ARTICLE II
NOT FOR PROFIT

The Corporation is a Nonprofit Corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under the law.

ARTICLE III
DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE IV
PURPOSES

The Corporation is exclusively organized, and shall be operated exclusively for the following:

A. To continue the work started by Guy Perez-Cisneros in Cuba (1915-1953), the United States of America, Latin America and Europe as curator, art critic and promoter of the plastic arts and the creators of it by means of research, study and publications.

B. To preserve and enhance the work of Guy Perez-Cisneros in the plastic arts and in the field of human rights by means of seminars, conferences, publications, exchanges, reunions, discussions and contacts in Cuba, the United States of America and other countries.

C. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitations as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth therein.

D. To do such other things as are incidental to the purposes of the Corporation of necessary or desirable in order to accomplish them.

ARTICLE V LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors, or Officers, but the 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 Article 4 (Purposes) hereof.

ARTICLE VI MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Board of Directors and shall have all the rights and privileges of members of the Corporation. The By-Laws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the By-Laws, but who shall not have the right to vote.

ARTICLE VII PRINCIPAL OFFICE

The street address of the principal office and mailing address of the corporation shall be:

1420 Brickell Bay Drive, Suite 308
Miami, Florida 33131

ARTICLE VIII INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Pablo Perez-Cisneros
1420 Brickell Bay Drive, Suite 308
Miami, Florida 33131

ARTICLE IX
INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is twelve. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than seven. The Voting Members shall elect the Directors annually. The initial Board of Directors is as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Pablo Perez-Cisneros Chairman	1420 Brickell Bay Drive, Apt. 308 Miami, Florida 33131
Francisco Perez-Cisneros Vice-Chairman	10941 Granite St., Boca Raton, Florida 33428
Guy Perez-Cisneros Secretary	11050 NW 28th Street Coral Springs, Florida 33065
Antonio R. Zamora	1408 Brickell Bay Drive, Apt. 1211 Miami, Florida 33131
Mons. Angel Gaztelu Gorriti	St. John Bosco Church 1301 West Flagler Street Miami, Florida 33135
Maximo Sarracino	Maxoly (Art-Cuba) 810 SW 16 th Avenue Miami, Florida 33135
Mariana Ravenet Ramírez	Calle 26 #875 e/ 45 y Conill Nuevo Vedado La Habana, Cuba
Elsa Perez-Cisneros	10941 Granite Street Boca Raton, Florida 33428
Juan Pedro Sarracino	Calle 46 #2311, Apto. 3 e/23 y 25 Mun. Playa La Habana, Cuba

Pedro Arsenio Sarracino

Ave. 19 #3406 e/34 y 36
Rpto. La Sierra, Mun. Plaza
La Habana, Cuba

Michael P. Perez-Cisneros

328 E. 93 Street
New York, New York 10128

Lorenzo F. Rodríguez

2211 Colquitt
Houston, Texas 77098

ARTICLE X INCORPORATORS

The Incorporators signing these Articles of Incorporation are:

NAME:

ADDRESS:

Pablo Perez-Cisneros

1420 Brickell Bay Drive, Apt. 308
Miami, Florida 33131

Francisco Perez-Cisneros

10941 Granite St., Boca Raton, Florida 33428

Guy Perez-Cisneros

11050 NW 28th Street
Coral Springs, Florida 33065

ARTICLE XI BY-LAWS

The By-Laws of the Corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.


ARTICLE XII AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.


ARTICLE XIII
NONSTOCK BASIS

The Corporation is organized on a Nonstock Basis. This Corporation shall not issue shares of stock. The Corporation may issue certificates of membership.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 2nd day of January, 2002.


Pablo Perez-Cisneros


Francisco Perez-Cisneros


Guy Perez-Cisneros

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT
UPON WHOM SERVICE OF PROCESS MAY BE MADE.

In compliance with section 607.0501, of the Florida Statutes the following is submitted:

Desiring to organize or qualify under the laws of the State of Florida with its principal
place of business in the City of Miami, County Miami-Dade, Florida, whose Corporate name is:

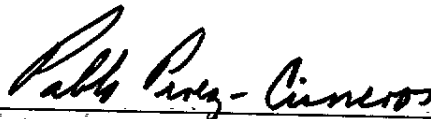
GUY PEREZ-CISNEROS FOUNDATION, INC.

has named Pablo Perez-Cisneros as its Agent to accept service of process within the State of
Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above mentioned Corporation, at
the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to
comply with the provisions of all of the Statutes relative to the proper and complete performance
of my duties.

Dated this 25th day of January, 2002.



Pablo Perez-Cisneros
Resident and Registered Agent
1420 Brickell Bay Drive, Suite 308
Miami, Florida 33131

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 FEB - 1 AM 9:25

FILED