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FLORIDA NON-PROFIT CORPORATION

viernes sociales de arte y cultura, inc.

W02-23320

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 13, 2002

EMPIRE CORPORATE KIT COMPANY

SUBJECT: VIERNES SOCIALES DE ARTE Y CULTURA, INC
{SOCIAL FRIDAYS OF ARTS AND CULTURE, INC.}
REF: W02000023320

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

FOR

⑥
VIERNES SOCIALES DE ARTE Y CULTURA, INC.

A FLORIDA NOT-FOR PROFIT CORPORATION

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a not for profit corporation under Chapter 617 Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of the 1986, submit the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

Viernes Sociales de Arte y Cultura, Inc.

ARTICLE II

ADDRESS

The address of the corporation's principal office is:

1065 S. W. 8th Street, Miami, Florida 33130

with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE III

DURATION AND COMMENCEMENT

The corporation will exist perpetually, commencing with the filing of these Article of Incorporation with the Department of State, unless sooner dissolved according to the law.

ARTICLE IV

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PURPOSE

- 1 - The purpose for which Viernes Sociales de Arte y Cultura, Inc. is organized are exclusively for religious, charitable, scientific, fraternize, literary, cultural and educational for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

To make distributions to organizations that qualify as exempt Organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the Corresponding provision of any future United States Internal Revenue Law).

- 2 - To conduct multi-media artistic presentations for the general public, through activities that will showcase, promote and foster all expressions of Hispanic art culture.
- 3 - To promote Hispanic art and culture within Miami-Dade County in general, and primarily within the community of Little Havana, through "Viernes Sociales de Arte y Cultura, Inc. and other activities that encourage participation of residents of this community, including professional artists, as well as aspiring and/or emerging artists.
- 4 - To erect, construct, purchase, repair, improve, maintain real estate of every kind, to raise funds and purchase supplies.
- 5 - This corporation is organized and operated exclusively for charity, pleasure, recreation, and other non-profit activities, and no part of any earnings shall inure to the benefit of any member, director or officer.

ARTICLE V

PROHIBITED ACTIVITIES

The corporation shall not engaged in any activities prohibited by Section 617.0835 of the Florida Statutes.

ARTICLE VI

NUMBER OF DIRECTORS

The number of directors of this Corporation shall be not less than four and no more than eleven.

ARTICLE VII

DIRECTORS

The directors of the corporation shall be elected in the manner set forth in the Bylaws of the Corporation.

The names and post office addresses of the first Board of Directors of this corporation shall hold office for the first year or until their successors are chosen, shall be:

NAME	ADDRESS
Eloy Aparicio	1171 S.W. 8 th Street, Miami, Fl 33130
Sonia Etxebarrieta	1065 S.W. 8 th Street, Miami, Fl 33130
Carmen Ceballos	1063 S.W. 8 th Street, Miami, Fl 33130
Moraima Fernández	1065 S.W. 8 th Street, Miami, Fl 33130

Each person who is or shall be a director or officer of the corporation shall be indemnify by the corporation against liability incurred as a result of such service.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the corporation is:

Moraima Fernández

And the street address of the initial registered office of the corporation is:

1065 S.W. 8th Street, Miami, Florida 33130

ARTICLE IX

INCORPORATOR

The name and street address of the incorporators are:

NAME		ADDRESS
Eloy Aparicio	President	1171 S.W. 8 th Street, Miami, Fl 33130
Sonia Etxebarrieta	Vice-President	1065 S.W. 8 th Street, Miami, Fl 33130
Carmen Ceballos	Secretary	1063 S.W. 8 th Street, Miami, Fl 33130
Moraima Fernández	Treasurer	1065 S.W. 8 th Street, Miami, Fl 33130

The incorporators of the corporation assigns to the corporation his/her rights under Section 617.013, Florida Statutes, to constitute a corporation.

ARTICLE X

DISSOLUTION

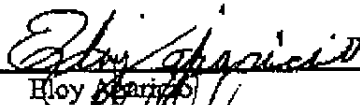
Upon the dissolution of the corporation and the winding up of its affairs, the assets for the corporation remaining after payment of or provision for claims against the corporation and expenses incidental to the dissolution shall be distributed exclusively to charitable, religious, scientific, fraternize or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and the Treasury Regulations as they exist or as they may be amended. No part of the assets or net earnings of the corporation may be distributed or inure to the benefit of any individual.

ARTICLE XI

AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed this Articles of Incorporation this 10th day of August 10, 2002


Hely Estarico


Sonia Etzebarrieta


Carmen Ceballos


Moraima Fernandez

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

- 1 - The name of the Corporation is:
Viernes Sociales de Arte y Cultura, Inc.

- 2 - The name and address of the registered agent and office is:
Moraima Fernández
1065 S. W. 8th Street
Miami, Florida 33130

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Register Agent



Date

HD2000179557