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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA NON-PROFIT CORPORATION

juan guzman foundation, inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

August 28, 2002

EMPIRE CORPORATE KIT COMPANY

SUBJECT: JUAN GUZMAN FOUNDATION, INC.
REF: W02000024977

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ARTICLES OF INCORPORATION OF
FLORIDA NON-PROFIT CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of incorporation of: **JUAN GUZMAN FOUNDATION, INC.** The undersigned
who is a citizen of the United States, desiring to form a Non-Profit Corporation under Chapter 617,
Florida Statutes, the Non-Profit Corporation law of the State of Florida, does hereby certify:

ARTICLE I
CORPORATE NAME

The name of the corporation shall be: **JUAN GUZMAN FOUNDATION, INC.**, and its
principal office and mailing address shall be, 7100 N.W. 12th St., Suite 108, Miami, Florida 33126.

ARTICLE II
CORPORATE NATURE

This is a nonprofit corporation, organized solely for charitable, religious, educational, and
scientific purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617
of the Florida Statutes, 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 the
corresponding section of any future federal law code.

ARTICLE III
EFFECTIVE DATE AND DURATION

This corporation shall have perpetual existence beginning on:
Date of incorporation.

ARTICLE IV
GENERAL AND SPECIFIC PURPOSE

The specific and primary purposes for which the corporation is formed are:
Exclusively for charitable, religious, educational, cultural, social, and athletic purposes more
specifically as follows:

JORGE E. BLANCO, P.A.
1401 Ponce De Leon Blvd., #202
Coral Gables, Florida 33134
Telephone No.: (305) 444-0044
Florida Bar No.: 197807

a) To promote, encourage, develop, and foster, athletic participation, educational excellence, community service, cultural growth, social activities, family values, spiritual guidance and religious conviction, to underprivileged children, adolescents, and adults.

b) To provide and offer free health services, to the underprivileged, and counseling to single mothers in need.

c) To develop, and encourage participation in drug education programs and crime prevention, and to provide counseling programs, in concert with communities in an effort to educate the youth about the dangers of criminal activity and drug use.

d) To create, develop and implement programs to counsel and assist children, adolescents, and adults in matters concerning social ills, such as child abuse, sexual abuse, domestic violence, and providing for anger control, and violence control educational programs.

e) To assist other institutions such as schools, churches, clinics, hospitals or other community institutions in the provision of low cost or free services to the underprivileged and needy.

f) To provide the poor and underprivileged with the necessary educational, trade, technical training, and support programs to encourage, foster and create employment and business opportunities.

g) To assist, encourage and promote underprivileged children, and young adults in their goal of participating in amateur or professional athletic endeavors and sporting activities.

h) To promote, foster and encourage religious values and activities, to provide for religious education and promote family values.

i) To do anything necessary and proper for the accomplishment of the purposes for which the corporation is created.

This corporation shall be organized and operated exclusively for the above stated purposes, and for other non-profit purposes and no part of any net earning shall inure to the benefit of any private member.

ARTICLE V MANAGEMENT OF CORPORATE AFFAIRS

a) BOARD OF DIRECTORS. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of the Directors of the corporation shall be no more than ten (10), provided, however, that such number may be changed by a bylaw duly

adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

The Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of member following the election of Directors and until the qualification of the successors in office. Annual meeting shall be held at 7100 N.W. 12th St., #108, Miami, Florida 33126, on the first Monday of September of each year, at 3:00 P.M., or at such place and time as the Board of Directors may designate from time to time by resolution.

The names and addresses of such initial members of the Board of Directors are as follows:

JUAN ANDRES GUZMAN- 7100 N.W. 12th St., #108, Miami, Florida 33126

JOSE A. ENCARNACION- 3720-99th St., Apt. E-3, Corona, New York, 11368

ANGEL ALCANTARA- 8586 N.W. 2nd St., Miami, Florida 33126

b) **CORPORATE OFFICERS.** The Board of Directors shall elect the following officers: President, Vice-President, Secretary, and Treasurer, and such other officers as the bylaws of this corporation may authorize the Directors to elect. Initially such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

JUAN ANDRES GUZMAN- President/Secretary

ARTICLE VI

EARNING & ACTIVITIES OF CORPORATION

a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article IV hereof.

b) No substantial part of the activities of the corporation shall be the carrying on of propaganda,

or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code, or the corresponding provision of any future Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Law.

d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue Law, or shall be distributed to the federal government, or to a state or local government, for public purpose, or as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII MEMBERSHIP

(a) The corporation shall have one class of members and no more than one membership may be held

by one person, the rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

(a) A prospective member shall be eligible for membership upon presentation of an approved application by membership committee for approval and acceptance by the Board of Directors.

ARTICLE IX SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

JUAN ANDRES GUZMAN
176 Dockside Cir.
Weston, Florida 33327

ARTICLE X AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporation Not for Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by the following procedure set forth therefor in the Bylaws.

ARTICLE XI DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to the pursuance of the purposes outlined in paragraph IV and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereon, or to the benefit of any private individual.

ARTICLE XII REGISTERED AGENT AND REGISTERED OFFICE


The address of the corporation's registered office shall be 7100 N.W. 12th St., Suite 108, Miami,

Florida 33126 and the name of its registered agent at said address is: JUAN ANDRES GUZMAN.

ARTICLE XIII
AMENDMENT OF ARTICLES

Amendments to these Article of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in manner set forth in the Bylaws of this Corporation.

We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Article of Incorporation this 27 day of August, 2002.


JUAN ANDRES GUZMAN-Subscriber

STATE OF FLORIDA

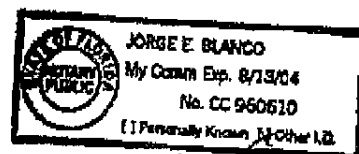
COUNTY OF MIAMI-DADE

Before me, the undersigned authority, personally appeared JUAN ANDRES GUZMAN to be the person who executed the foregoing Article of Incorporation and he acknowledged to and before me that he executed such instrument, and is personally known to me or who provided his Florida Drivers License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27 day of August, 2002.


NOTARY PUBLIC, State of Florida at Large

My commission number:
My commission expires:



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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

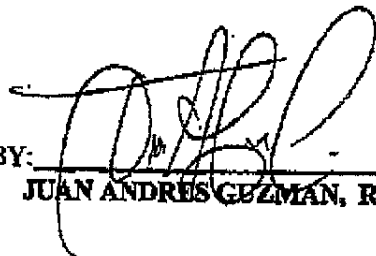
In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said

Act:

That **JUAN GUZMAN FOUNDATION, INC.**, a Non-Profit Corporation, desiring to organize under the laws of the State of Florida, and with its principal office, as indicated in the Articles of Incorporation at the City of Coral Gables, County of Miami-Dade, State of Florida, has named **JUAN ANDRES GUZMAN**, located at: 7100 N.W. 12th St., Suite 108, Miami, Florida 33126, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: 
JUAN ANDRES GUZMAN, Registered Agent

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