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FLORIDA NON-PROFIT CORPORATION

JORGE POSADA FOUNDATION, INC.

Certificate of Status	1
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STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
JORGE POSADA FOUNDATION, INC.**

The undersigned, for purposes of forming a corporation not for profit under Chapter 617 of the Florida Statutes, hereby submits the following Articles of Incorporation.

Article I
Name

The name of the corporation is **JORGE POSADA FOUNDATION, INC.** (the "Corporation").

Article II
Address of Principal Office and Mailing Address

The street address of the Corporation's initial principal office and the mailing address of the Corporation are 123 S.E. 8th Avenue, Suite 243, Miami, Florida 33131.

Article III
Duration

This Corporation shall exist perpetually unless terminated sooner according to the laws of the State of Florida.

Article IV
Purpose

The Corporation is organized exclusively for such lawful and charitable, educational, literary, or scientific purposes, as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or corresponding section of any future United States Internal Revenue Law. Within the scope of the foregoing, the Corporation is organized and empowered to accept, hold, invest and disburse for charitable, educational, literary, or scientific purposes, such funds as may from time to time be given to it by any person, persons or corporations. The purposes of the Corporation also include the performance of activities related or incidental to the

furtherance of the Corporation's stated purposes and permitted under the laws of the United States and the State of Florida.

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,

(a) unless such member, director, officer or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law, and except

(b) (i) as reasonable compensation for services rendered, or

(ii) to make payments and distributions in furtherance of the purposes set forth in this Article IV.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the 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.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future United States Internal Revenue Law, or (c) by a private foundation within the meaning of Section 509(a) of the Code, or corresponding section of any future United States Internal Revenue Law.

Article V

Activities by Private Foundation

In accordance with Section 617.0835 of the Florida Statutes and Section 508(e) of the Code (or the corresponding section of any future United States Internal Revenue Law), the Corporation:

(a) Shall not engage in any act of "self-dealing," as defined in Section 4941(d) of the Code or corresponding section of any future Internal Revenue Law,

which would give rise to any liability for the tax imposed by Section 4941(a) of the Code or corresponding section of any future Internal Revenue Law;

(b) Shall not retain any "excess business holdings," as defined in Section 4943(c) of the Code or corresponding section of any future Internal Revenue Law, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code or corresponding section of any future Internal Revenue Law;

(c) Shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code or corresponding section of any future Internal Revenue Law, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code or corresponding section of any future Internal Revenue Law;

(d) Shall not make any "taxable expenditures," as defined in Section 4945(d) of the Code or corresponding section of any future Internal Revenue Law, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code or corresponding section of any future Internal Revenue Law; and

(e) Shall distribute, for the purposes specified in these Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Code or corresponding section of any future Internal Revenue Law.

Article VI Members

The qualification for members and the manner of their admission will be as provided in the Bylaws. The rights exercisable by members will also be as provided in the Bylaws.

Article VII Board of Directors

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by, its Board of Directors. The Board of Directors shall consist of such number of persons as shall be fixed pursuant to the Bylaws from time to time, but shall not be less than the minimum number prescribed by applicable Florida law at the time the size of the Board is being fixed. The qualifications to serve as a director, the rights and powers of the directors, and the method of appointment or election of directors shall be as specified in the Bylaws.

The Corporation has three (3) directors initially, who shall serve until the organizational meeting of the Board of Directors or until their successors are elected and qualify. The names and addresses of the initial directors are:

Jorge De Posada
301 E. 94th Street
#30 C
New York, NY 10028

Laura De Posada
301 E. 94th Street
#30 C
New York, NY 10028

Luis Espinel
4509 S. Johnson Street
New Orleans, LA 70125

Article VIII
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, and the Corporation's initial registered agent at that address is Intrastate Registered Agent Corporation at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

Article IX
Incorporator

The name and street address of the incorporator is Christopher W. Boyett, Holland & Knight LLP, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

Article X
Dissolution

In the event of the dissolution or winding up of the Corporation, its assets remaining after payment of all debts and liabilities of the Corporation shall be distributed to one or more organizations that themselves are exempt from federal income taxation as organizations described by Section 501(c)(3) of the Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such

disposition shall be accomplished in a manner which does not result in the imposition of any amount of tax under section 507 of the Code, relating to the tax on termination of private foundation status, or the corresponding provisions of any subsequent federal tax laws. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XI Amendments

These Articles of Incorporation may be amended, altered, changed or repealed by the act of a majority of the members of the Corporation.

Article XII Bylaws

The Bylaws of the Corporation shall be made, altered, or rescinded by a majority vote of the members of the Corporation.


Article XIII Indemnification

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors,

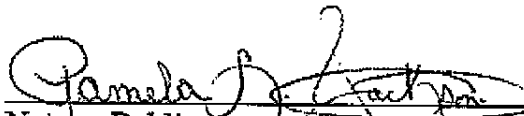
in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The undersigned incorporator has executed these Articles of Incorporation this 20 day of September, 2002.


Christopher W. Boyett
Incorporator

**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

The foregoing instrument was acknowledged before me this 20th day of September, 2002, by Christopher W. Boyett who is personally known to me and did not take an oath.


Notary Public
Print Name: PAMELA L. JACKSON
Notary Public, State of Florida at Large
My Commission Expires:



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

In compliance with Section 617.0501 of the Florida Statutes, the following is submitted:

JORGE POSADA FOUNDATION, INC., a Florida not for profit corporation, has designated Intrastate Registered Agent Corporation located at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, as its agent to accept service of process within Florida.



Christopher W. Boyett
Incorporator

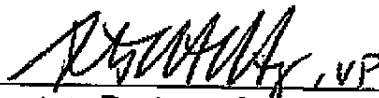
Dated: September 20, 2002

STATE OF FLORIDA
CLERK OF THE COURT
JUDICIAL DEPARTMENT

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



Intrastate Registered Agent Corporation

Dated: September 20, 2002

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