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FLORIDA NON-PROFIT CORPORATION

Virtual Educa, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION OF
Virtual Educa, Inc.**

The undersigned acknowledges and files in the office of the State of Florida, for the purpose of forming a corporation for non-profit, in accordance with the laws of the State of Florida, these articles of incorporation as by law provided.

ARTICLE I

NAME

The name of the corporation shall be: **Virtual Educa, Inc.**

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS:

The principal place of business and the mailing address of this Corporation shall be:

**C/O Bratter Krieger, LLP.
777 17TH Street, Penthouse Suite
Miami Beach, FL 33139**

ARTICLE III

PURPOSE

The corporation is organized exclusively for educational purposes, more specifically to organize and coordinate an international conference (Virtual Educa 2003) with participants from the USA, Canada, and Latin America in Miami, Florida. The participants will analyze the application of new technologies in relation to education, such as, for example, e-learning. To this end, the corporation shall at all times be operated exclusively for educational purposes and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted for said purposes.

ARTICLE IV

NON-PROFIT CORPORATION

The Corporation shall be operated as a non-profit corporation; no part of the net earnings shall inure to the benefit of any person having a personal and private interest in the activities of the Association.

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ARTICLE V

MANNER OF ELECTION OF DIRECTORS

The number of directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than three (3) Directors at any time.

ARTICLE VI

FIRST BOARD OF DIRECTORS

The number of Directors consisting of the Board of Directors of the Corporation is (3) as follows:

- a) **DIRECTOR**
Jose Maria Anton
C/O UNED
2655 Le Jeune Rd., #900
Coral Gables, FL 33134
- b) **DIRECTOR**
Oscar Berdugo
C/O UNED
2655 Le Jeune Rd., #900
Coral Gables, FL 33134
- c) **DIRECTOR**
Maria Purificación Ruiz
C/O UNED
2655 Le Jeune Rd., #900
Coral Gables, FL 33134

ARTICLE VII

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent for the corporation is:

**Fernando Socol, Esq.
777 17th Street, Penthouse Suite
Miami Beach, FL 33139**

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ARTICLE VIII**INCORPORATOR**

The name and street address of the incorporator of the Corporation is:

Fernando Socol, Esq.
777 17th Street, Penthouse Suite
Miami Beach, FL 33139

ARTICLE IX**EXISTENCE**

The Corporation shall have perpetual existence.

ARTICLE X**GENERAL PROVISIONS**

- (a) The private property of any shareholder shall not be subject to the payments of any corporate debts to any extent whatsoever.
- (b) A director of the corporation may transact business, borrow, lend, finance or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the law of the United States;
- (c) The Corporation shall indemnify each director and officer of the Corporation against all or any of all expenses reasonably incurred by him in connection with or arising out of any action, suit, or proceeding, in which he may be involved, by reason of his being or having an officer or director of the corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The undersigned incorporator has executed these Articles of Incorporation this
17th

DAY OF

October

2002

BY:


Fernando Socol, Esq.

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

Pursuant to the provisions of section 607.0501 or 617.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent in the State of Florida.

- I The name of the Corporation is: Virtual Educa, Inc.
- II The name and address of the registered agent and office is:

**Fernando Socol, Esq.
777 17th Street, Penthouse Suite
Miami Beach, FL 33139**

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 such 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.

BY:


Fernando Socol, Esq.

**DATED: October 17, 2002
Miami Beach, Florida**

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