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Division of Corporations

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To:

Division of Corporations  
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From:

Account Name : RICARDO MARTINEZ-CID, P.A.  
Account Number : 076640001666  
Phone : (305) 859-7494  
Fax Number : (305) 858-2513

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DIVISION OF CORPORATION

FLORIDA NON-PROFIT CORPORATION

INSTITUTO Y BIBLIOTECA DE LA LIBERTAD INC.

EFFECTIVE DATE  
11-21-02

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**RICARDO MARTINEZ-CID**

Professional Association  
Attorney at Law

1699 Coral Way, Suite 510, Miami, Florida 33145-2860  
Telephone (305) 859-7494 Facsimile (305) 858-2513  
e mail: mtnezcid@aol.com

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SEND TO: Florida Department of State/Division of Corporations  
P. O. Box 6327, Tallahassee, Florida 32314

VIA: (850) 205-0383

SENT BY: Ricardo Martinez-Cid, Esq.

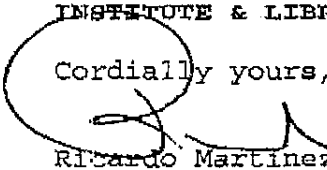
DATE: November 21, 2002

Re: INSTITUTO Y BIBLIOTECA DE LA LIBERTAD INC.

Gentlemen:

Enclosed, herewith please find an original and a copy of Articles of incorporation of INSTITUTO Y BIBLIOTECA DE LA LIBERTAD INC., together with a check in the amount of One Hundred Twenty Two and 50/100 (\$122.50) Dollars, to cover your filing fee (\$35.00), resident agent fee (\$35.00), and a certified copy of the articles (\$52.50). The name of the corporation can be translated from the Spanish as: "FREEDOM'S INSTITUTE & LIBRARY INC."

Cordially yours,

  
Ricardo Martinez-Cid  
RMC/amr

cc: Directors c/o Carlos Alberto Montaner, President  
Encl.

SHOULD YOU ENCOUNTER ANY PROBLEMS RECEIVING THIS FAX, PLEASE CALL 305-859-7494

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ARTICLES OF INCORPORATION OF  
INSTITUTO Y BIBLIOTECA DE LA LIBERTAD INC.  
A FLORIDA CORPORATION NOT FOR PROFIT

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ARTICLE I  
NAME

The name of this Corporation shall be the INSTITUTO Y BIBLIOTECA DE LA LIBERTAD INC., hereinafter designated the "Endowment."

ARTICLE II  
NATURE

The Endowment is organized as a Florida corporation not for profit entitled to non-profit status under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of subsequent federal tax laws exclusively religious, charitable, scientific, literary, and educational 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, as established and when consistent with Article III A below. It is also expressly provided that, notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code 1986 or the corresponding provision of any future United States Internal Revenue law. It is also expressly provided that, notwithstanding any other provision of these Articles, upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, 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. Any such assets not so disposed of shall be disposed of by the Circuit Court 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.

EFFECTIVE DATE  
11-25-02

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ARTICLE III  
PURPOSES

A. The general nature, objects and purposes of the Endowment shall be to publish information, sponsor seminars and workshops, support other organizations with similar agendas, devoted to:

1. Promote the exercise by all Cubans of the rights guaranteed by the Universal Declaration of Human Rights, by individually partaking of their rights, limited only by the unwavering respect for the rights of others and constraints imposed by force.
2. Overcome the fear and distrust that divide Cubans living in the island from expatriates.
3. Develop and endow practical solutions to the unique challenges which our people face on their way to a better future.
4. Foster freedom to travel to and from Cuba, as endorsed by Article XIII of said Declaration, including the return of all emigres.
5. Advance the public debate beyond sterile polemic limitations regarding issues over which only the governments with the means to resolve them have jurisdiction.
6. Contribute to the restoration of Cuba's civil society, family and patriotic values, and respect for the work ethic by example, with our conduct and good works.
7. Witness our love of country by the sacrifice of our individual interests to the Common Good.
8. Support ethical solutions consistent with our objectives.

B. Within the scope of the foregoing, the Endowment is specifically organized for the following purposes:

1. To organize, support and promote cooperative relations, meetings, forums and the exchange of ideas with other corporations, groups, and individuals sharing the same goals and ideals, specifically including, without limitation, non-profit foundations devoted to similar purposes.

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2. To submit proposals to institutions of public and private education to help with the promotion of its goals.
3. To distribute information such as magazines, newspapers, informative newsletters and radio and television programs related to the goals of the Endowment.
4. To organize, support and promote seminars, and educational conferences to promote community participation and individual skills consistent with the goals of the Endowment.
5. To organize, support and promote cooperative efforts between the Endowment and other domestic and international institutions sharing similar goals.
6. To otherwise organize, support and promote our goals by all means lawful for a Florida corporation not for profit and entitled to non-profit status under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of subsequent federal tax laws.
7. To implement programs and projects geared to reach its goals.
8. To either qualify as a non governmental organization recognized under the United Nations Charter or promote a parallel organization so qualified to promote its goals.
9. To promote and organize fund-raising efforts to support and promote the foregoing objectives, programs and projects.

ARTICLE IV  
GENERAL POWERS

General powers of the Endowment shall be all powers incident to promoting its objectives.

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ARTICLE V  
MEMBERS

The initial members of the Endowment are JOSÉ MIGUEL GONZÁLEZ LLORENTE, EDUARDO ZAYAS BAZÁN, and CARLOS ALBERTO MONTANER, all of 2333 Brickell Avenue, Unit H1, Miami, Florida 33129. Future members shall be invited to participate, as provided in the manner established in the By-Laws.

ARTICLE VI  
DIRECTORS

The initial Board of Directors of the Endowment are JOSÉ MIGUEL GONZÁLEZ LLORENTE, EDUARDO ZAYAS BAZÁN, and CARLOS ALBERTO MONTANER, all of 2333 Brickell Avenue, Unit H1, Miami, Florida 33129. The number and identity of future directors shall be elected in the manner established in the By-Laws.

ARTICLE VII  
INITIAL PRINCIPAL OFFICE, RESIDENT AGENT & OFFICERS

The principal office of the Endowment is 2333 Brickell Avenue, Unit H1, Miami, Florida 33129. The initial resident agent of the Endowment is RICARDO MARTÍNEZ-CID of 1699 Coral Way, Suite 510, Miami, Florida 33145. The initial officers of the Endowment are JOSÉ MIGUEL GONZÁLEZ LLORENTE, as Vice-President/Treasurer, EDUARDO ZAYAS BAZÁN, as Vice-President/Secretary, and CARLOS ALBERTO MONTANER, as President, all of 2333 Brickell Avenue, Unit H1, Miami, Florida 33129. They should serve until their resignation, removal from office by the directors, or election of their successors at a special meeting of the Board of Directors to be held at a special meeting held for that purpose no later than thirty (30) days from date, in the manner established in the By-Laws.

ARTICLE VIII  
CORPORATE BEGINNING AND EXISTENCE

The Endowment shall begin its corporate existence on November 21, 2002, and shall have perpetual existence.

ARTICLE IX  
BY-LAWS

The Board shall adopt By-Laws consistent with these Articles.

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ARTICLE X  
AMENDMENT TO ARTICLES

These Articles may be altered, amended, or repealed by resolution of the Board, in the manner established in the By-Laws.

ARTICLE XI  
SUBSCRIBERS

The names and addresses of the subscribers are JOSÉ MIGUEL GONZÁLEZ LLORENTE, EDUARDO ZAYAS BAZÁN and CARLOS ALBERTO MONTANER, all of 2333 Brickell Avenue, Unit H1, Miami, Florida 33129.

ARTICLE XII  
INITIAL CORPORATE AND REGISTERED OFFICE

The Endowment shall have its initial registered office at 2333 Brickell Avenue, Unit H1, Miami, Florida 33129.

ARTICLE XIII  
INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Endowment hereby agrees to indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Endowment to procure a judgement in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his/her capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable interest of the Endowment, such action was in the best interest of the reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Endowment or that he/she had reasonable grounds for belief that such action was unlawful.

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JMM

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2. By or in the right of the Endowment to procure a judgement in this favor by reason of his being or having been a director or officer of the Endowment, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he/she served at the request of the Endowment, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Endowment. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Endowment unless, and only to the extent that, the court, administrative proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonable entitled to indemnification for such expenses which such tribunal shall deem proper.

- B. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Endowment to indemnify under applicable law.

#### ARTICLE XIII

#### TRANSACTION IN WHICH DIRECTORS OFFICERS AND MEMBERS ARE INTERESTED

- OK*
- A. No contract or transaction between the Endowment and one or more of its directors or officers, or between the Endowment and any other corporation, partnership, association, officers are directors or officers, have a financial interest, shall be invalid, void or voidable solely for this reason, or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purposes. No director or officer of the Endowment shall incur liability by reason of the fact that he/she is or may be interested in any such contract or transaction.
- B. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorized the contract or transaction.

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- C. No part of the net earnings of the Endowment shall inure to the benefit of any Member, Director or Officer of the Endowment or any private individual. Provided, however, that (i) reasonable compensation may be paid for services rendered by any Member, Director or Officer to or for the Endowment, and (ii) this provision shall not prohibit the reimbursement of funds advanced to, for or on behalf of the Endowment by any Member, Director or Officer when said funds are advanced with the consent and knowledge of the Endowment, evidenced by the written approval of the majority of the Board, including, without limitation, transportation and other travel expenses.

ARTICLE XIV

DISSOLUTION OF THE ENDOWMENT

- A. Upon dissolution of the Endowment, all of its assets, remaining after provision for creditors and payment of all costs and expenses of such dissolution, shall be distributed to other non-profit corporation(s) devoted to similar goals.
- B. The Endowment may be dissolved upon a resolution to that effect being recommended by three-fourth (3/4) of the members of the Board, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.05 or statute of similar import, and approved by two-thirds (2/3) of the voting rights of the Endowment's members.

IN WITNESS WHEREOF, the said subscribers have hereto set their hands and seals this November 21, 2002.

  
JOSE MIGUEL GONZÁLEZ LLORENTE

  
EDUARDO ZAYAS BAZÁN

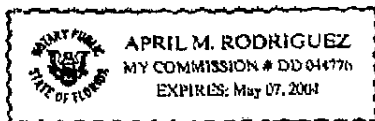
  
CARLOS ALBERTO MONTANER

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STATE OF FLORIDA                    )  
  )    SS:  
COUNTY OF MIAMI-DADE            )

The foregoing instrument was acknowledged before me by JOSÉ MIGUEL, EDUARDO ZAYAS BAZÁN, CARLOS ALBERTO MONTANER and RICARDO MARTÍNEZ-CID, under oath, this November 21, 2002, who are personally known to me, or produced their Florida driver's licenses and/or Passports for identification purposes.

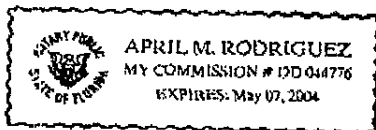


*April M. Rodriguez*  
Notary Public  
State of Florida at Large

My commission expires:

STATE OF FLORIDA                    )  
  )    SS:  
COUNTY OF MIAMI-DADE            )

The foregoing instrument was acknowledged before me by JOSÉ MIGUEL GONZÁLEZ LLORENTE, under oath, this November 21, 2002, who is personally known to me, or produced his Florida driver's license and/or Passport for identification purposes.



*April M. Rodriguez*  
Notary Public  
State of Florida at Large

My commission expires:

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CERTIFICATE DESIGNATING THE ADDRESS AND  
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That INSTITUTO Y BIBLIOTECA DE LA LIBERTAD INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Miami-Dade, has named RICARDO MARTINEZ-CID of 1699 Coral Way, Suite 510, Miami, Florida 33145, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of

INSTITUTO Y BIBLIOTECA DE LA LIBERTAD INC.

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this November 21, 2002.

  
RICARDO MARTINEZ-CID  
Registered Agent

FILED  
02 NOV 25 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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