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FLORIDA NON-PROFIT CORPORATION

PRO-GUAIRA FOUNDATION, INC.

Certificate of Status	0
Certified Copy	1
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PRO-GUAIRA FOUNDATION, INC.

Articles of Incorporation

January 23, 2003

The undersigned, desiring to form a not for profit corporation under the provisions of Chapter 617 of the Florida Statutes, agree to the following:

ARTICLE I: NAME OF ORGANIZATION

The name of this corporation shall be PRO-GUAIRA FOUNDATION INC.

ARTICLE II: PRINCIPAL OFFICE

The initial principal place of business and mailing address of this corporation shall be:
PRO-GUAIRA FOUNDATION, INC.
7821 SW 127 Drive
Miami, FL 33183

ARTICLE III: PURPOSE

To the extent permitted by Code Section 503(c)(3), the Corporation is organized for one or more of the following purposes: to foster the social, cultural, economic, educational, religious, commercial, and artistic growth of the Guaira province of the Republic of Paraguay; to advance the physical, mental, and emotional development of the children of the Guaira province of Paraguay; to provide for the general health and well-being of the people of the Guaira province of the Republic of Paraguay; to cultivate, promote, foster and develop the advancement of the English language in the Guaira province of the Republic of Paraguay; and to cultivate, promote, foster and develop the advancement of the Guarani language and culture in the United States.

ARTICLE IV: MEMBERSHIP

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

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ARTICLE V: MANNER OF ELECTION

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of the directors shall be done in accordance with the bylaws. The directors shall be protected from personal liability to the fullest extent of the law.

ARTICLE VI: INITIAL BOARD OF DIRECTORS/OFFICERS

The name of each member of the Corporation's Board of Directors is:

Federico G. Alderete
Jose Felix Gonzalez
Francisco Gomez Marzal
Miguel A. Torre
Mary Cruz Andueza

ARTICLE VII: BYLAWS

The Bylaws of the Foundation shall be adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors in the manner provided for in the Bylaws.

ARTICLE VIII: LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members, 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 distributions in furtherance of any of its purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation except as otherwise provided in Code Section 501 (h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried out by a corporation exempt from federal income tax under Code Section 501(c)(3) or by a corporation contributions to which are deductible under Code Section 170(c)(2).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such a manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section

4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE IX: INCORPORATORS

The name and address of the Incorporators are:

Miguel Angel Torre
7821 SW 127 Drive
Miami, FL 33183

Francisco Gomez Marzal
Edificio Municipal
Villarica, Paraguay

Federico G. Alderete
Edificio Municipal
Villarica, Paraguay

ARTICLE X: REGISTERED AGENT

The name and address of the Registered Agent is:

Miguel Angel Torre
7821 SW 127 Drive
Miami, FL 33183

ARTICLE XI: DISSOLUTION

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts or liabilities shall be distributed to a not-for-profit corporation, trust, community fund, or foundation that has established its tax-exempt status under Code Section 501(c)(3).

ARTICLE XII: CORPORATE EXISTENCE

The corporate existence of the Corporation shall begin effective immediately.

ARTICLE XIII: AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended as provided by law. No amendments are permitted which would cause any loss of the corporation's status under section 501 (c) (3) of the Code.

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IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunder set our hands and seals this ____ day of January, 2003 for the purpose of forming this corporation not for profit under the laws of the State of Florida.


Miguel Angel Torre

Date

01-23-03


Francisco Gomez Marzal

Date

01-23-03


Federico G. Adgerete

Date

01/23/03

HAVING BEEN NAMED as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Miguel Angel Torre

Date

01/23/03

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