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SECURE PARTY OF STATE
TALLAHASSEE FLORIDA

2/26/03

September 27, 2002

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2003 FEB 24 AM 9:06

State of Florida
Department of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: Incorporation of United States Hispanic Publishers Federation, Inc.

Gentlemen:

We are hereby presenting your department with the necessary documents for the incorporation of the above named company. Enclosed is an original and one copy of the Articles of Incorporation. Please file the original in your offices and return the copy stamped.

Also enclosed is a check in the amount of \$78.50 covering the Filing Fee for Articles of Incorporation.

Your attention to the above matter will be greatly appreciated.

Sincerely yours,

Rosa Maria Clavero

Rosa María Clavero
POB 2
Jose Marti Station
Miami, FL 33135-0002

(305) 530-8787

**ARTICLES OF INCORPORATION
OF
United States Hispanic Publishers Federation, Inc.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617 of the Laws of the State of Florida, providing for the formation, rights, privileges and immunities of a corporation not for profit.

ARTICLE I - NAME OF CORPORATION

The name of this nonprofit Corporation is **United States Hispanic Publishers Federation, Inc.**, in English, and *Federación de Editores Hispanos de Estados Unidos*, in Spanish. 1393 SW 1 Street, Suite 420-A, Miami, Florida 33135

ARTICLE II - CORPORATE PURPOSE

The object and purpose of this Corporation shall be the operation and management of programs designed to foster economic and political cooperation among all the nations of the Americas; as well as raise, receive, and maintain funds, real and personal property, and to administer said funds, including all income generated therefrom, exclusively for the educational purposes for which the Corporation is founded.

ARTICLE III - DURATION OF THE CORPORATION

This Corporation shall have perpetual existence.

ARTICLE IV - POWERS OF THE CORPORATION

The Federation shall have all of the statutory powers of a nonprofit Corporation. The Institute may enter into contracts, acquire land, and sue in a Court of Law.

ARTICLE V - MEMBERSHIP

Section 1: Categories. There are five categories of membership: Active, Associate, Allied, Educational, and Honorary.

ACTIVE MEMBERS are reputable Hispanic-owned newspapers, magazines, and telephone directories edited and printed on a regular and periodic basis in the United States of America or Puerto Rico, and whose parent company is also based herein. These newspapers, magazines, and telephone directories must have been published regularly for a minimum of two (2) years and must meet the active membership criteria established by the Board of Directors of the Federation. Active members will be the only voting category in the Federation.

Reputable Hispanic-owned newspapers, magazines, and telephone directories means that as persons and/or publications they have never been involved in any proven fraudulent activities, such as false documentation in order to obtain favorable standing, nor have they been convicted, fined, and/or sentenced for committing any crime involving moral turpitude. This rule applies to all current members, as well as proposed members. Members found by the Board of Directors to have violated this rule shall have their membership revoked.

ASSOCIATE MEMBERS are any person, at least 18 years of age, of good moral character, and a resident of any of the nations of the Americas, shall be eligible for membership in this Corporation upon submittal of a properly executed application as provided in the Bylaws of the Corporation and upon the acceptance by the Two-Thirds (2/3) vote of the Board of Directors.

Section 2: Application for Active Membership. Any reputable Hispanic-owned newspapers, magazines, and telephone directories edited and printed on a regular and periodic basis in the United States of America or Puerto Rico, whose parent company is also based herein, and desiring to be an Active Member of the Federation shall make application on a form approved and issued by the Federation, and accompanied by such membership dues as the Board of Directors may from time to time determine.

Active Membership application shall include proof of one hundred (100) percent Hispanic ownership and Hispanic personnel in the company's managerial and editorial positions. This proof shall include a notarized affidavit of the Publisher certifying that all of the principals, owners, and officers of the publishing company are Hispanic, and a copy of the company's Articles of Incorporation.

Upon submission of all the documentation required by the Federation's Membership Committee, the Committee shall verify the documentation and shall recommend acceptance or rejection to the Federation's Board of Directors at the board's next meeting. The Board of Directors will then accept or reject the Membership Committee's recommendation and notify the applicant of its decision. If an applicant is declined for membership, any dues accompanying the application shall be returned.

Section 3: Termination of Membership. Membership may be terminated by resignation or expulsion for cause determined by the Board of Directors.

ARTICLE VI - MANAGEMENT

Section 1. Corporate Affairs. The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) and not more than twelve (12) persons. Directors shall be elected or removed according to the procedure provided in the Bylaws.

Section 2. Officers. The Corporation shall have the following officers: President, one or more Vice Presidents, Parliamentarian, Secretary, and Treasurer. These officers shall be elected and shall hold office in the manner provided in the Bylaws of the Corporation.

ARTICLE VII - AMENDMENTS

The Corporation reserves the right to adopted, amended or rescinded any provision contained in these Articles of Incorporation or in the Bylaws of the Corporation by a simple majority vote of the voting membership present or voting by proxy at any regular meeting, or by the majority vote of the Board of Directors; provided notice thereof, which shall include the text of the change in the Articles of Incorporation and/or Bylaws, is furnished in writing to each eligible voting member of the Corporation at least seven (7) days prior to the meeting at which such change is to be voted upon, whether it be a membership meeting or a Board of Directors meeting.

ARTICLE VIII - INCOME AND ASSETS

Section 1. Income and Assets. All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purpose selected by the Board of Directors.

Section 2. Capital Stock and Dividends. This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members.

Section 3. Benefits to Members. In addition, no part of the income of the Corporation shall be distributed to its members, directors, officers or incorporators; provided that the Corporation may pay compensation in a reasonable amount to its directors, members, and officers for services rendered and may confer benefits upon its members in conformity with its purposes.

ARTICLE IX - INITIAL BOARD OF DIRECTORS AND OFFICERS

The name and address of the officers and members of the Board of Directors who are to manage all of the affairs of the Corporation:

Lina Martínez - President
6065 Hillcorft, Suite 400-B
Houston, TX 77081

Mario Duarte - Vice President
550 Concord Street
Saint Paul, MN 55107

Vicente P. Rodríguez - Secretary
4696 East 10 Court
Hialeah, FL 33013

Eladio José Armesto - Treasurer
POB 2, José Martí Station
Miami, FL 33135-0002

Manuel Toro - Vice President, Marketing
685 S Highway 427
Longwood, FL 32750

Jorge Montes de Oca - President Emeritus
6013 West 26 Street
Cicero, IL 60804

ARTICLE X - INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by law.

ARTICLE XI - LEGAL REPRESENTATION

The Corporation, upon a two thirds (2/3) vote of the Board of Directors, may issue written authorization and/or grant a Power of Attorney to any employee, director or officer of the Corporation to represent or otherwise act on behalf of the Corporation in any Court of Law or in a legal proceeding of any kind.

ARTICLE XII - PROHIBITED ACTIVITIES

The Corporation shall not:

1. Attempt to influence legislation as a substantial part of its activities.
2. Allow any part of its net income to inure to the benefits of officers, directors, or members of the Corporation, or to any other individual, except in the furtherance of its educational purposes.
3. Participate to any extent in any political campaign for or against any candidate for public office.
4. Conduct any activities not permitted of organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(3) of such Code and regulations as they now exist or as they may hereafter be amended.

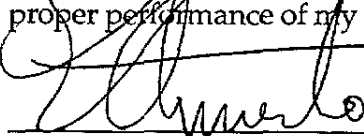
ARTICLE XIII - DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable and educational purposes set forth in Article II hereof. In the event the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended

**ARTICLE XIV - APPOINTMENT OF REGISTERED AGENT
AND ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

The Corporation's Registered Office shall be at 1393 SW 1 Street, Suite 420-A, Miami, Florida 33135, and the Registered Agent of the Corporation at that address shall be Eladio José Armesto.

Having been named to accept service of process for the above Corporation, at the place designated herein, I hereby agree to act in the capacity of Registered Agent of the Corporation, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

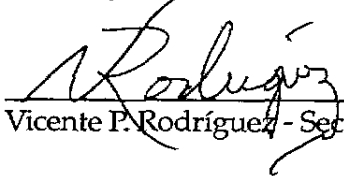


Eladio José Armesto
Registered Agent

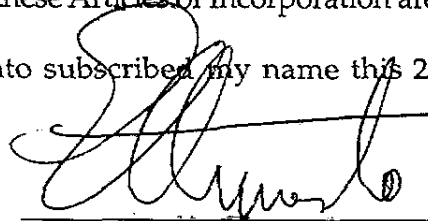
ARTICLE XV - SUBSCRIBERS

The name and address of the subscribers to these Articles of Incorporation are:

IN WITNESS WHEREOF, I have hereunto subscribed my name this 25th day of February of 2002.



Vicente P. Rodríguez - Secretary



Eladio José Armesto - Treasurer

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