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From:

Account Name : HUNTON & WILLIAMS
Account Number : I20000000236
Phone : (305) 810-2542
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FLORIDA NON-PROFIT CORPORATION

Miami FTAA, Inc.

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF**

MIAMI FTAA, INC.

(A Florida Not-For-Profit Corporation)

Article I
NAME

The name of this corporation shall be MIAMI FTAA, INC. (the "Corporation").

Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is FTAA Miami Ministerial and Americas Business Forum, 111 N.W. 1st Street, Suite 1010, Miami, FL 33128.

Article III
PURPOSE

This Corporation is a not-for-profit corporation, organized and shall be operated exclusively for scientific, educational and charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit, including, but not limited to,:

(a) to conduct, organize, and support the VIII FTAA Trade Ministerial and Americas Business Forum to be held in November 2003;

(b) to support the establishment of a Free Trade Area of the Americas permanent Secretariat office in Miami, Florida;

(c) to promote international trade, commerce, cultural and other exchanges for the Free Trade Area of the Americas process and its future; and

(d) to carry on such other activities are in furtherance of and support of the foregoing purposes as are lawful and proper for corporations formed under the Act and Section 501(c)(3) of the Code.

Article IV
MEMBERSHIP

The Corporation may have members as determined by the Board of Directors of the Corporation, whose rights, qualifications and interests shall be regulated by the Bylaws of the Corporation.

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Article V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is c/o Hunton & Williams, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131 and the name of the Corporation's initial registered agent at that address is Rafael G. Prohias.

Article VI
DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall initially be three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation are as follows:

Luis Lauredo
1111 Brickell Avenue, Suite 2500
Miami, Florida 33131

Chuck Cobb
255 Aragon Avenue
Suite 333
Coral Gables, FL 33134

Armando Codina
355 Alhambra Circle
Suite 900
Coral Gables, FL 33134

Article VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Rafael G. Prohias, Esq., Hunton & Williams, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

Article VIII
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, 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 a court of competent jurisdiction located in Miami-Dade County, exclusively for such

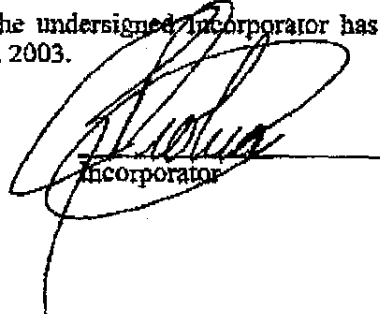
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purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article IX
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 25th day of March, 2003.


Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**
SECRETARY OF STATE
TALLAHASSEE FLORIDA


WITNESSETH:

That, MIAMI FTAA, INC., desiring to organize under the laws of the State of Florida, has named Rafael G. Prohias, located at 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named 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, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 25th day of March, 2003.


Registered Agent