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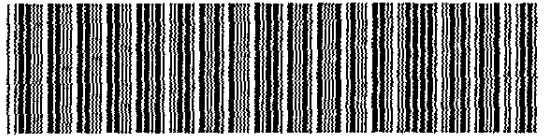
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SECRETARY OF STATE
TALLAHASSEE, FL 32304

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Comité de Solidaridad

de las Organizaciones Ecuatorianas de Florida

Committee for Solidarity of Ecuadorian Organizations in Florida Inc. - A Florida Not-for-Profit Corporation

April 7, 2003

Department of State
Florida Division of Corporations
Attn: Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

VIA U.S. MAIL

**Re: Filing of Articles of Incorporation For:
Comité de Solidaridad de las Organizaciones Ecuatorianas de Florida, Inc.**

Dear Sir/Madam:

Enclosed please find ^{one}~~two~~ (1) original executed Articles of Incorporation for the above noted not-for-profit corporation, and my Check No. 1054 from Great Eastern Bank of Florida in the amount of \$87.50 for the following:

1.	State Filing Fee	\$35.00
2.	Registered Agent Designation Fee	\$35.00
3.	Certified Copy (2 x \$8.75)	<u>\$17.50</u>
	Total:	<u>\$87.50</u>

Please send the two requested certified copies to my attention at the address listed below.

Thank you for your attention to this matter.

If you have any questions regarding any of the above, please do not hesitate to contact me at (305) 817-8465.

Sincerely,

for Jorge Cadena/LJ
Jorge Cadena

JC/ed
Enclosure

**ARTICLES OF INCORPORATION
OF
COMITE DE SOLIDARIDAD
DE LAS ORGANIZACIONES ECUATORIANAS DE FLORIDA, INC.**
a Florida Not-For-Profit Corporation

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The undersigned person, acting as incorporator of a corporation not for profit under Florida Not-For-Profit Corporation Act, as set forth in chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

Article I

The name of the corporation is:

“Comité de Solidaridad de las Organizaciones Ecuatorianas de Florida, Inc.”,
a Florida Not-For-Profit Corporation
 (“Solidarity Committee of the Ecuadorian Organizations in Florida, Inc.”)

Article II

The principal place of business will be in the City of Miami, Miami-Dade County, State of Florida. The street address of the initial registered office of the corporation is 7035 N. W. 173rd Drive, #1608, City of Miami, County of Miami-Dade, State of Florida, and the name of its initial registered agent at that address is:

Jorge Cadena
7035 N. W. 173rd Drive, #1608
Miami, Florida 33015

Article III

The corporation is a not for profit corporation. The general purpose for which this corporation is formed is to operate exclusively to promote social welfare which will qualify it as an exempt organization under Section 501(c)(4) of the Internal Revenue Code of 1986 or corresponding provisions of subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code, and to understand and respect the autonomy and objectives of the human means, philosophy and financial structure of each participating member organization, more specifically:

- a. To organize and coordinate the “Ecuadorian Week” during the month of May which celebrates May 24, 1822, the Ecuadorian’s country’s holiday commemorating the Battle of Pichincha, which marks the Independence of Ecuador;
- b. To support all the events of the organization’s participants addressed for the unity and development of the Ecuadorian community;

- c. To support all the events that promote solidarity, education and help those most needy in Ecuador;
- d. To support events, encourage and promote the development, social, cultural, and commercial exchange within the several communities existing in Florida and/or between Ecuador; and
- e. To become the principal meeting place between leaders and representatives of the Ecuadorian organizations residing in Florida where they can debate and coordinate all events promoting developmental and community solidarity in general.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office, nor shall it carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Article IV

The Board of Directors is the maximum authority of the Solidarity Committee composed of all the registered Ecuadorian Organizations in Florida, composed and organized by all of the Ecuadorian organizations and/or associations legally constituted and/or authorized in the State of Florida. All participating member representatives must be appointed and such appointments ratified in writing by the participating entity, and an alternate member must also be designated in case the representative of the Board is not able to attend the Board of Directors meetings.

The Board of Directors will name two authorities to form the Management Team: President and Treasurer for a period of one year, they must be members of one of the participating organizations and/or association, but cannot belong to or hold, or be an officer of the Board of Directors of the participating organization and/or association.

The Management Team will report to the Board of Directors directly and will comply and carry out the Board of Director's rules and regulations.

The Board of Directors will name an AUDITOR by majority vote.

The Board of Director may remove or replace one or all of the members of the Management Team at any time, with a simple majority decision.

The President is the legal representative of the Corporation and will preside all Board of Directors meetings.

The President will nominate the Vice President, Secretary and all the necessary team members and/or officers to carry out his/her actions and projects. These nominations will have to be endorsed and ratified by the Board of Directors.

The President has the endorsement and authorization from the Board of Directors to hire and enter into contracts with other entities, organizations, public and private corporations and/or private individuals, needed to comply with the objectives of the Corporation which is the development of the Ecuadorian Community in the State of Florida

The corporation's Managing Team shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the corporation, the property, voting, and other rights and privileges of the members, and their liability for dues and assessments and the method of collecting dues and assessments shall be regulated by the bylaws.

Registration of all the organizations and/or associations and the delegation of its representatives will be done in writing, and agreed to by all the members of the Board of Directors and the Managing Team at the first Board of Director's meeting. The Board of Director's will set in writing the initial fee for registration and/or membership fee and any other obligation that may arise by majority vote at the first Board of Director's meeting. In January of each calendar year, the organizations and/or associations have the obligation to renew its participation and/or registration membership fee, and to amend in writing any new increase of the registration membership fee at the first annual Board of Director's meeting.

Article V

In case of dissolution, it will be done pursuant to the laws and regulations of the State of Florida, a liquidation committee will be named who will be at the time in charge of the existing corporation, who will sell all assets, will comply with all the pending obligations, and the remainder, if any, shall be distributed to the Civil Defense of Ecuador.

Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by the Managing Team as authorized by the Board of Directors. The number of Directors of the corporation shall be no more and no less than the number of registered participating organizations and/or associations and their legally appointed representatives, legally authorized and ratified in writing; provided, however, that that number may be changed by a bylaw duly adopted and pursuant to the bylaws of this Corporation.

The Managing Team named here as the first Managing Committee shall hold office until the first Annual Board of Director's meeting, to be held on July, 2003, at 7:00 pm, at Pacific National Bank, located in Miami, Florida, at which time an election of new officers shall be held.

Annual meetings shall be held each year at the principal office of the corporation, or at any other place or places designated by the Managing Team by resolution.

Any action required or permitted to be taken by the Managing Team under any provision of law may be taken without a meeting, if all the members of the Managing Team individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the Managing Team, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the Board of Director's.

Director's. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Managing Team without a meeting and that the articles of incorporation and bylaws of this corporation authorize the Managing Team to act in this manner. This statement shall be prima facie evidence of the Board of Director's authority.

Article VII

The Board of Directors shall elect the following Managing Team officers: President and Treasurer, and, and any other officers that the bylaws of this corporation authorize the Board of Directors to elect.

Article VIII

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

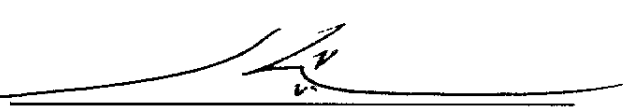
Article IX

The property of this corporation is irrevocably dedicated to promote the social welfare and common good of the Ecuadorian Community and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

Article X

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of the State of Florida, have executed these Articles of Incorporation on 04 day of APRIL, 2003.

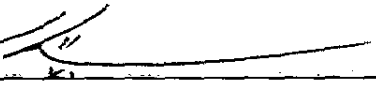


Jorge Cadena
Signature/Incorporator

04/03/03

Date

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 this 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.



Jorge Cadena
Signature/Registered Agent

04/03/03

Date

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TALLAHASSEE, FLORIDA