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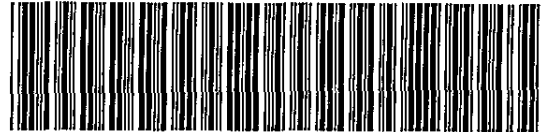
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Law Offices of
ANTHONY DIEGUEZ, P.A.

Telephone (305) 556-4106
Facsimile (305) 362-3902

Royal Oaks Professional Center
7950 N.W. 155th Street, Suite 207
Miami Lakes, Florida 33016

June 26, 2003

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: EMMANUEL COMMUNITY CENTER, INC.


To Whom It May Concern:

Enclosed please find the Articles of Incorporation for EMMANUEL COMMUNITY CENTER, INC., a not for profit corporation, to be filed with your office.

Enclosed please also find a check in the amount of \$78.75 representing the filing fee, registered agent designation, and a certified copy.

Once filed, please send the certified copy of the Articles of Incorporation to our office.

Yours cordially,


ANTHONY DIEGUEZ J.D.
AD/dla
Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EMMANUEL COMMUNITY CENTER, INC.

The undersigned, for the purposes of forming a not for profit corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I

Name:

The name of the corporation shall be: EMMANUEL COMMUNITY CENTER INC., which corporation shall hereinafter be referred to as the "Corporation".

ARTICLE II

Principal Office and Mailing Address:

The principal office and mailing address of the corporation shall be 3125 NW 167th Terrace, Miami, Florida 33056.

ARTICLE III

Purpose

1. The purposes for which the corporation, is organized are exclusively religious, charitable, scientific 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.

2. No part of the net earnings of the Corporation shall inure to the benefit of the corporation, or to the benefit of any member or private person, Director/Trustee, or officer of said corporation, or any private individual, and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, 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 Section 501 (c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

3. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the

Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.

4. The corporation shall not engage in any act of self dealing as defined in Section 4941 (D) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.

5. The corporation shall not retain any excess business holdings as defined in Section 4943 (C) of the Internal Revenue Code of 1954, or corresponding of any subsequent Federal Tax laws.

6. The corporation shall not make any taxable expenditures as defined in Section 4945 (D) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.

7. Notwithstanding any of the provisions of the Certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (C)(3) of the Internal Revenue Code and its regulations as they not exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (C) (2) of such code and regulations as they not exist or as they may hereafter be amended.

8. All other powers of the corporation shall be subject to and shall be exercised in accordance with the By-Laws.

9. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(e)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE IV

Manner of Election of Directors/Trustees

1. The affairs of the corporation shall be managed by a Board consisting of a number of Directors or Trustees which shall be determined by the By-Laws of the Corporation, but shall not be less than three (3) in number.

2. The Directors/Trustees of the corporation shall be elected in any meeting of the members of The Board of Directors in a manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in a manner provided by the By-Laws.

3. The Directors/Trustees herein named shall serve until the first election of the Directors of the corporation members, and any vacancies in the number occurring before the first election shall be filled by majority vote of the remaining Directors.

4. The names and address of the members of the first Board of Directors or Trustees and officers who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Names

Mercedes M. Rivera President/Director

Humberto Cruz, Vice President/Director

Aura J. Mata, Secretary

Abdiel H. Cruz, Treasurer

ARTICLE V

Limitation of Corporate Powers:

The corporation shall have the following powers:

1. The corporation shall have all of the common law statutory powers of a corporation not-for-profit under the laws of Florida and all other powers and duties reasonably necessary to implement and effectuate the purposes of the corporation, as herein above set forth, including, but not limited to, the following:

(a) To take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value.

(b) To sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner, as in the judgment of the directors, will best promote the purposes of the corporations without limitations, accept such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the By-Laws of the corporation, or any laws applicable thereto.

(c) To do any other act or thing incidental to or connected with the above purposes or advancement thereof, but not for the pecuniary profit for financial gain of its directors, officers except as permitted under the Not-For-Profit Corporation Law.

ARTICLE VI

Dissolution and Distribution

1. Dissolution shall be as authorized by law.

2. Upon the dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, and educational organizations which will then qualify under the provisions of Section 501 (C) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

3. Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i. e. charitable,

educational, religious or scientific, 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.

4. However, if the named recipient is not then in existence or no longer a qualified distributee, or willing or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE VII AMENDMENTS

Amendments to the Articles of Incorporation shall be approved by the Board of Directors.

ARTICLE VIII MEMBERSHIP

The Corporation shall not have members.

ARTICLE IV REGISTERED AGENT

The initial registered agent and registered office shall be Humberto Cruz, 3125 NW 167th Terrace, Miami, Florida 33056.

IN WITNESS WHEREOF, I subscribed my name, this 26th day of June 2003.


Mercedes M. Rivera, President

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designation in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

Dated this 25 day of June, 2003.


HUMBERTO CRUZ

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