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Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255 Phone : (305)634-3694 Fax Number : (305)633-9696

FLORIDA NON-PROFIT CORPORATION

the americas united for democracy foundation, inc.

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TALLAHASSEE. FLORIDA

OF

THE AMERICAS UNITED FOR DEMOCRACY FOUNDATION, INC.

The undersigned incorporator(s), for the purpose of forming a Not for Profit Corporation under Chapter 617 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: THE AMERICAS UNITED FOR DEMOCRACY FOUNDATION, INC.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be: 999 PONCE DE LEON BLVD. #625, CORAL GABLES, FL 33134.

ARTICLE III

THE MISSION OF THE FOUNDATION IS TO CONSTITUTE AN EDUCATIONAL AND PARTICIPATIVE PLATFORM FOR THE INTELLECTUAL ENDEAVORS AND TEACHINGS, AS WELL AS THE TECHNICAL ASSISTANCE, THAT WILL ACTIVELY AID THE CITIZENRY OF THE NATIONS OF THE WESTERN HEMISPHERE IN COMPLETING THE LABOR OF PERFECTING THE FUNCTIONING OF FREE AND DEMOCRATIC SOCIETIES RESPECTFUL OF ALL HUMAN RIGHTS.

ARTICLE IV

The manner in which the directors are elected or appointed shall be stated in the bylaws.

ARTICLE V

The name and street address of the initial registered agent shall be: ANDRES G. GOMEZ-MENA, 3560 VISTA COURT, MIAMI, FL 33133.

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ARTICLE VI

The name and address of the officers and initial board of directors shall be:

DIR/VICE-PRES/SEC

ABELARDO E. RIVAS

CALLE TEPUY, EDF. TRIGAL, PISO 6 APT. 6-D

CARACAS, VENEZUELA

DIR/PRES/TREAS

ANDRES G. GOMEZ-MENA

3560 VISTA COURT

MIAMI, FL 33133

DIRECTOR

HUMBERTO BRICEÑO

701 BRICKELL AVENUE

MIAMI, FL 33131

DIRECTOR

ROBERTO SMITH

TORRE LAS MERCEDES, PISO 6, OFIC.601

CHUAO, CARACAS VENEZUELA

DIRECTOR

AMICAR GOMEZ

CENTRO POLO, TORRE B, PISO 2, OF. 21

BELLO MONTE, CARACAS, VENEZUELA

ARTICLE VII

The name and street address of the incorporator of these Articles of Incorporation shall be:

EMPIRE CORPORATE KIT OF AMERICA, INC. 2444 N.W. 7TH PLACE MIAMI, FL 33127

The undersigned incorporator has executed these Articles of Incorporation this <u>25TH</u> Day of <u>JUNE</u>, 2003.

Ray Stormont Signing for Empire Corporate Kit of America, Inc.

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

THE AMERICAS UNITED FOR DEMOCRACY FOUNDATION, INC.

(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.

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