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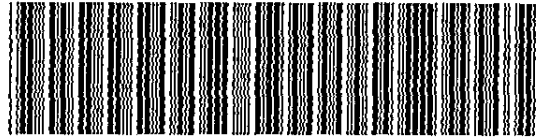
(Business Entity Name)

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03 AUG 22 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QB8/27

ARTICLES OF INCORPORATION
OF
FRIENDS IN ACTION FOR RAAN, INC.

A Non-Profit Corporation

FILED
03 AUG 22 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be *Friends In Action for RAAN, Inc.*

ARTICLE II

This corporation is a non-profit corporation and is not organized for the private gain of any person. This corporation is organized pursuant to Florida Non-profit Corporation Law to promote charitable, educational, environmental, and other philanthropic purposes. Its goal is to aid disadvantaged poverty-stricken individuals, families and communities in North Atlantic Autonomous Region (RAAN) of Nicaragua towards a life of sustainable self-sufficiency; including for such purposes, the distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code.

ARTICLE III

The duration of this corporation shall be perpetual and no stock shall be issued.

ARTICLE IV

The principal place of business of this corporation is 20833 SW 103 Court, Miami, FL 33189. The Corporation may establish chapters at such other places within and without the State of Florida as the Board of Directors may from time to time determine. The registered agent at the principal place of business of this corporation is:

Fulvia Morgan
20833 SW 103 Court
Miami FL 33189

ARTICLE V

- (a) This corporation is organized and operated exclusively for charitable, educational, environmental, and other philanthropic purposes to aid Nicaraguan disadvantaged poverty-stricken individuals, families and communities, on the North Atlantic Autonomous Region (RAAN), within the meaning of Section 501 (c)(3) of the

Internal Revenue Code or the corresponding section of any future Federal Tax Code.

- (b) 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(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI

The corporation will have members and various classes of membership, all of which will be defined in the Bylaws of the Corporation. The management and affairs of the corporation shall be at all times under the direction of the Board of Directors, whose operations in governing the corporation shall be defined by the statute and by the corporation's Bylaws. The directors are elected in accordance with the Bylaws of the corporation. The names of the persons appointed to act as the initial directors of this corporation are:

NAME & TITLE

ADDRESS

Pablo C. Guido
President

836 SW 1st Street #204
Miami, Florida 33130

Anita S. Colomer
Vice President

2345 NE 171st Street
North Miami Beach, FL 33162

Dominga Zelaya
Secretary

9144 West Atlantic Blvd. #811
Coral Springs, FL 33071

Fulvia Morgan
Treasurer

20833 SW 103 Court
Miami, FL 33189

ARTICLE VII

The Name and address of the Incorporator of the Articles of Incorporation is:

Pablo C. Guido
836 SW 1st Street #204
Miami, Florida 33130

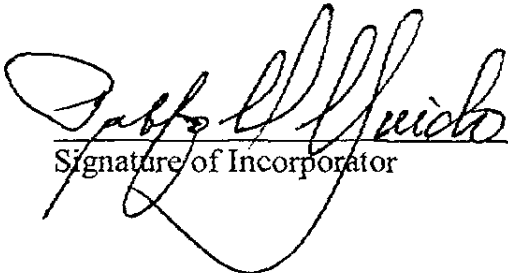
ARTICLE VIII

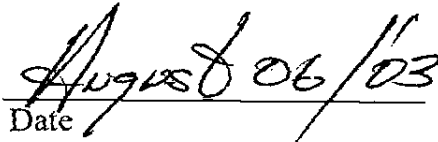
The property of this corporation is irrevocably dedicated to charitable, educational, environmental, and other philanthropic purposes and no part of the net income or assets of the organization shall ever inure to the benefit of, or be distributable to any of its

directors, officers, or members thereof or the benefit of any 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 the furtherance of the purposes set forth in Article Two (2) herein. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

ARTICLE IX

Upon the dissolution of the corporation, its assets remaining after payment of, or provision for payment of, all debts, and liabilities of this corporation, shall be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for the purposes set forth in Article Five (5) herein, and within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.


Signature of Incorporator


Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

***CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE***

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1.- The name of the corporation is: ***Friends In Action for RAAN, Inc.***

2.- The name and address of the registered agent and office is:

Fulvia Morgan
20833 SW 103rd Court
Miami, FL 33189

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.

Fulvia Morgan
SIGNATURE

08/06/03
DATE