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FLORIDA NON-PROFIT CORPORATION

The Ortiz Gurdian Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
THE ORTIZ GURDIAN FOUNDATION, INC.
(A Florida Not-For-Profit Corporation)**

**Article I
NAME**

The name of this corporation shall be The Ortiz Gurdian Foundation, Inc. (hereinafter called 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 3191 Coral Way, Suite 801, Miami, Florida 33145.

**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, without limitation, engaging in the general enhancement of cultural, health, social services, community development and educational opportunities in Nicaragua, including through the purchase of medical equipment and supplies in the United States for the export of such equipment to Nicaraguan non-profit corporations, entry into contracts to provide medical technicians to be located in non-profit health care centers in Nicaragua, educational scholarships for underprivileged Nicaraguan students for vocational and other educational opportunities, working with the Nicaraguan Ministry of Education to support various educational activities and the oversight of such activities in Nicaragua, oversight of all activities in Nicaragua, educating the United States public to the needs and issues relating to Nicaragua and the soliciting funds to provide these services and related programs and activities.

**Article IV
MEMBERSHIP**

The Corporation shall have no members.

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Article V
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131; and the name of the Corporation's registered agent at that address is Abigail C. Watts-FitzGerald.

Article VI
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of members of the Board of Directors shall not be less than three (3). The initial Board of Directors shall be comprised of six (6) individuals. The number of members of the Board 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.

Article VII
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 to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for educational, scientific, charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, as selected by the Board of Directors.

Article VIII
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. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to

which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

Article IX
INDEMNIFICATION

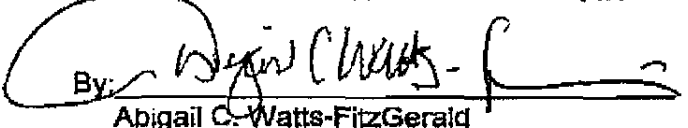
Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a director of the Corporation, (b) who is or was an officer, agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of a director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as such member, director, officer, trustee, partner, agent, employee or representative, or arising out of his status as such member, director, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled.

Article XI
INCORPORATOR

The name and address of the incorporator is Abigail C. Watts-FitzGerald, c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

IN WITNESS WHEREOF, the Corporation has caused the execution of these Articles of Incorporation of The Ortiz Gurdian Foundation, Inc. on this 22nd day of September, 2003.

THE ORTIZ GURDIAN FOUNDATION, INC.

By: 

Abigail C. Watts-FitzGerald
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

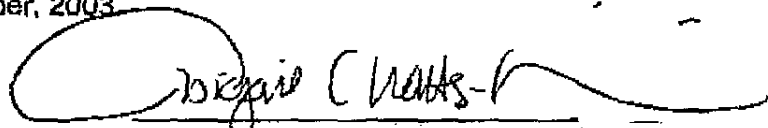
WITNESSETH:

That, The Ortiz Gurdian Foundation, Inc., desiring to organize under the laws of the State of Florida, has named Abigail C. Watts-FitzGerald, 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 22nd day of September, 2003


Abigail C. Watts-FitzGerald
Registered Agent

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