

FROM : SSGAVIL

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Jan. 27, 2004 3:06PM

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**Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : GBS CONSULTANTS
Account Number : I20010000207
Phone : (954) 659-8835
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FLORIDA NON-PROFIT CORPORATION

Asociacion de Bioetica, Inc.

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**ARTICLES OF INCORPORATION
OF
Asociacion de Bioetica, Inc.**

The Undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non-for profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is **Asociacion de Bioetica, Inc.** (hereinafter, "Corporation").

ARTICLE 2 – PURPOSE OF CORPORATION

The purpose for which this Corporation is organized is mainly related, but not limited, to all non-profit activities permitted under 26 U.S.C. Section 501 (c) (3), or the corresponding section of any future federal tax code. This Corporation shall implement programs intended to assist the Latin American immigrant community in need of help and/or assistance; the Corporation will be involved in charitable and humanitarian programs to provide social, educational, medical and legal orientation to those communities residing in the United States of America, specifically in South Florida. The Corporation will also be involved in the creation of information network for Latin American immigrants regarding assistance among other issues, for health, educational and immigration issues; create union between American (U.S.A.) and Latin American Communities

ARTICLE 3 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1290 Weston Road Suite 306-E9, Weston, Florida 33326 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this corporation is:

Jorge Fernandez
1290 Weston Rd. Suite 306
Weston, FL 33326

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ARTICLE 5 – OFFICERS

The Officers of the Corporation shall be:

President:	Gabriel J Dempaire
Vice President	Maria Eugenia D Empaire
Secretary:	Maria Gabriela D Empaire
Treasurer:	Maria Eugenia D Empaire

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLES 6 – DIRECTOR(S)

The Directors shall be elected by a majority vote of the Members of this Corporation. The Directors of the Corporation shall be:

Gabriel J Dempaire
Maria Eugenia D Empaire

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 – TERMS OF EXISTENCE

This Corporation shall have a perpetual existence

ARTICLE 8 – CAPITAL STOCK

This Corporation shall have not capital stock and shall be composed of member rather than shareholders.

ARTICLE 9 – QUALIFICATIONS OF MEMBERSHIP

The categories of memberships, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

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ARTICLE 10 – VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation

ARTICLE 11 – LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is GBS Consultants, 1290 Weston Rd, Suite 306, Weston Fl. 33326. The name and address of the registered agent of this Corporation is GBS Consultants, 1290 Weston Rd, Suite 306, Weston Fl. 33326.

ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 15 – INDEMNIFICATION

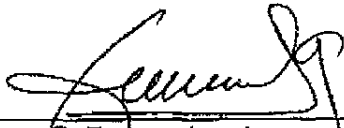
The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any

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proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

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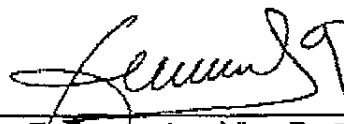
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this JAN 26 2004.


Jorge E. Fernandez, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

GBS Consultants, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under section 617.0501, Florida Statutes

GBS Consultants


Jorge E. Fernandez, Vice-President

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