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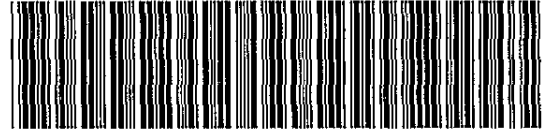
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SECRETARY OF STATE  
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DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**LAZARUS CORPORATE FILING SERVICE**

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. MATRIA, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**MATRIA, INC.**  
**A NON-PROFIT CORPORATION**

We, the undersigned, acting as incorporators of a Corporation pursuant to Chapters 617, Part I, of the Florida Statutes, adopt the following Articles of Incorporation of such corporation:

**ARTICLE I- NAME**

The name of this corporation shall be:

**MATRIA, INC.**

hereafter referred to as the "Corporation".

**ARTICLE II-DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III-CORPORATE PURPOSE**

The purpose for which the Corporation is organized are:

a. To contribute to the restructuring of Cuban civil society today, tomorrow, and in the distant future.

b. *To provide a permanent forum for national and international discussions concerning the Cuban reality – including significant historical, philosophical, anthropological, and artistic aspects.*

c. To defend individual as well as collective human rights in Cuba.

d. To establish a point of reference with all aspects of contemporary thought for

the purpose of identifying the variety of manifestations of the Cuban culture and the Cuban identity.

e. To inform Cubans and other Spanish speakers about conflicts in Cuba and to identify feasible solutions.

f. To publish and distribute a bilingual magazine from a perspective that encompasses the Cuban feminine values (hard-working, independent, and democratic, etc.) without affiliation or partiality to any political entity.

g. The purposes for which the Matria Inc, is organized are exclusively religious, charitable, scientific, literary 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.

h. Notwithstanding any provision of these articles, this organization, shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

i. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

#### **ARTICLE IV-MEMBERSHIP**

Any natural person or legal entity interested in the objectives of the Corporation shall be eligible for membership as provided in the by laws.

Categories of membership, admission procedures, dues, and other benefits or requirements shall be prescribed and clearly defined in the bylaws and shall include, but by no means be restricted to:

- a. General or voting members who are natural persons or legal entities; and
- b. Affiliated associations of regional group memberships;
- c. Special memberships as may from time to time be considered appropriate; and
- d. Natural persons, legal entities, affiliated associations and other categories of

memberships shall be entitled to vote on elective issues based on equitable formulas prescribed and defined in the Directors' Rules.

#### **ARTICLE V-BOARD OF DIRECTORS**

The number of Directors which shall constitute the whole Board shall be three (3), or such as from time to time shall be fixed by the bylaws, but in no event shall be less than three (3).

The names and addresses of the persons who are to serve as initial directors of this Corporation are as follows:

Mercedes C. Sandoval -1120 N.E. 85<sup>th</sup> Street, Miami, Florida 33138

Maria Elena Cruz Varela-185 N.W. 13<sup>th</sup> Avenue, Apt. 1336, Miami, Florida 33125

Celia C. Suarez -210 174<sup>th</sup> Street, Apt. 1811, Sunny Isles Beach, Florida 33160

#### **ARTICLE VI- OFFICERS**

The initial officers of the corporation shall be:

Mercedes C. Sandoval - President and Chairman of the Board, Officer and Director

Maria Elena Cruz Varela -Vice-President and Editor-in-Chief, Officer and Director

Celia C. Suarez -Treasurer and Secretary, Officer and Director

#### **ARTICLE VII- INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation shall be:

1120 N.E. 85<sup>th</sup> Street, Miami, Florida 33138

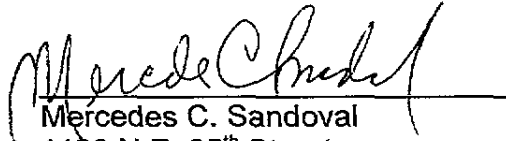
Principal address is same as registered.

The initial registered agent of this Corporation shall be:

Mercedes C. Sandoval, who shall accept service of process within this State, at such address, and shall serve in such capacity until her successor is selected and duly designated.

## **ARTICLE VIII- INCORPORATOR**

The names and addresses of the person who is going to be the incorporator of this Corporation is as follows:

  
Mercedes C. Sandoval  
1120 N.E. 85<sup>th</sup> Street  
Miami, Florida 33138

## **ARTICLE IX- GENERAL**

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purposes consistent with these Articles which are selected by the Board of Directors.

This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members. In addition, no part of the income of the Corporation shall be distributed to its members, directors, officers or incorporators; provided that the Corporation may pay compensation in a reasonable amount to its members, directors, officers, and employees for services rendered and may confer benefit upon its members in conformity with its purposes.

## **ARTICLE X- NO PECUNIARY GAIN**

The Corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain or remuneration to its members, directors, or officers as such, and no part of the net income or net earnings of the Corporation shall, directly or indirectly, be distributable to or to otherwise inure to the benefit of any member, director, or officer of, or any other person having a personal and private interest in the activities of the Corporation; provided, however, that the Corporation may pay reasonable compensation for services rendered and property and supplies furnished to the Corporation in furtherance of its purposes described in Article II hereof.

## **ARTICLE XI- NO PERSONAL LIABILITY**

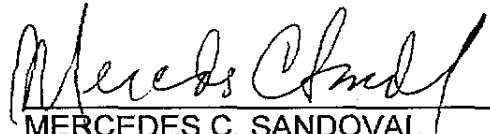
Members, directors, and officers of the Corporation shall not be personally liable for the payment of any debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the members, directors, and officers be subject to the payment of the debts or obligations of the Corporation to any extent whatsoever.

## ARTICLE XII- DISSOLUTION OF CORPORATION

The Board of Directors may dissolve this Corporation with the prior approval of two-thirds (2/3) majority vote of the general voting membership; provided that notice of purpose for the meeting has been furnished in writing to each voting member of the Corporation at least ten (10) days prior to the meeting where the vote for dissolution shall take place.

## EXECUTION BY THE INCORPORATORS

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on the foregoing Articles of Incorporation of the Matria, Inc., as incorporators hereof, this 30<sup>th</sup> day of April, 2004.

  
MERCEDES C. SANDOVAL

## ACKNOWLEDGEMENT OF ONE INCORPORATOR

IN WITNESS WHEREOF, Mercedes C. Sandoval, the Incorporator hereof, has hereunto set his hand and seal hereon and acknowledges and files in the office of the Secretary of State of Florida, the foregoing Articles of Incorporation, this 30<sup>th</sup> day of APRIL, 2004.

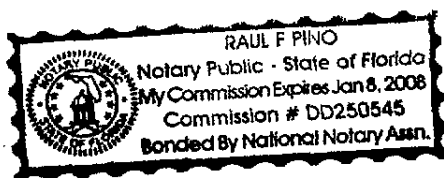
I accept my position as registered agent

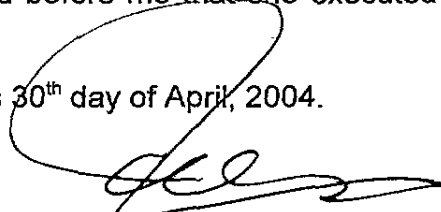
  
Mercedes C. Sandoval/Registered Agent  
Incorporator

STATE OF FLORIDA – COUNTY OF MIAMI-DADE

BEFORE ME, personally appeared Mercedes C. Sandoval to me well known, and known to me to be the person described in, and who took an oath and executed the foregoing instrument and acknowledged to and before me that she executed the said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 30<sup>th</sup> day of April, 2004.



  
NOTARY PUBLIC – State of Florida

FILED  
2004 MAY -6 P 7:00  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE