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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

LA UNIDAD CUBANA, INC.

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ARTICLES OF INCORPORATION

2004 MAY 27 P 4: 15

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LA UNIDAD CUBANA, INC.

The undersigned LUIS A. FIGUEROA, resident of Dade County, Florida, desiring to organize a Florida Corporation under the Florida Not for Profit Corporation Act, Section 617 Florida Statutes as amended from time to time, by these presents files its Articles of Incorporation, to wit:

ARTICLE I. NAME

The name of this corporation is:

LA UNIDAD CUBANA, INC.

ARTICLE II. DURATION

This corporation will be organized and may commence its operations upon the filing of these Articles with Florida's Department of State, and shall have perpetual existence thereafter.

ARTICLE III. PURPOSES

LA UNIDAD CUBANA, INC. is a U.S.A. non-governmental organization (NGO) which is applying for tax exempt status by the U.S. Internal Revenue Service under section 501(c)3 of the IRS Code pursuant to 22CFR 226.81, complying with USAID with the following purposes.

- (a) The general purpose for which this Corporation is formed is to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws, including for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that code.
- (b) This Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.
- (c) Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State

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ARTICLE IV. MEMBERSHIP

Section 1. Members. The members of the Corporation shall be ex-officio the persons who are the members of its Board of Directors, elected from time to time. Each member of the Corporation shall be entitled to one (1) vote.

Section 2. Associated Members. Interested persons other than those referred in Section 1, and who are approved by the Board of Directors at its discretion, may be accepted for membership in the Corporation on the same terms.

Section 3. Honorary Members. Honorary members of the Corporation may be selected upon the recommendation of the Board of Directors.

ARTICLE V. MANAGEMENT

Section 1. Board of Directors. All powers of the corporation shall be exercised by and under the Board of Directors shall be provided for in the bylaws of the Corporation.

Section 2. Committees. The Board of Directors may establish one or more other committees, whether standing (i.e. appointed for a term) or select (i.e. appointed for a special purpose), to carry out the purposes of the Corporation.

ARTICLE VI. OFFICERS

The Officers of the Corporation shall consist of a President, one or more Vice-Presidents, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors at the annual meeting of directors, and shall serve until their successors are chosen and qualified. There may be such other officers and assistant officers and agents as may be determined by the Board of Directors.

**ARTICLE VII.
LIMITATIONS ON ACTIVITIES**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more its purposes), and no Member, Director or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, provided, however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not for profit corporate member described in Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the 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 publication or distribution of statements) on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall

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not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code, or by an organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

ARTICLE VIII. PRINCIPAL OFFICE/MANNER OF ELECTION

The manner of election shall be established by the minutes and by-laws . The principal office of the Corporation is: 2230 SW 8 Street, Miami, Florida 33144.

ARTICLE IX

ADDRESS OF REGISTERED OFFICE NAME OF REGISTERED AGENT

The street and address of the initial principal and registered office of the Corporation is

815 Ponce de Leon Blvd., Suite 200, Coral Gables, Fla. 33134

The initial registered agent of the corporation is LUIS A. FIGUEROA.

ARTICLE X.

INITIAL BOARD OF DIRECTORS

This corporation shall have at least 2 directors but it may be increased to twenty five directors the initial directors of the corporation shall be the following:

NAME OF DIRECTORS:

ADDRESS:

Jesus A. Permuy

335 Fluvia
Coral Gables, Fla. 33134

Pedro Encinosa

2252 SW 105th Court
Miami, Florida 33165

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ARTICLE XI: INCORPORATOR:

The name and address of the incorporator is:

Luis A. Figueroa, Esq.
815 Ponce de Leon Blvd., Suite 200
Coral Gables, Florida 33134

ARTICLE XII: AMENDMENT OF THE ARTICLES OF INCORPORATION

Amendments of these Articles shall be made by a majority vote of all members of the Board of Directors of the Corporation.

ARTICLE XIII: DISSOLUTION

Upon the dissolution of the Corporation, the Members of the Corporation shall after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, within their sole discretion, to such organization or organizations organized and operated exclusively for charitable, educational, scientific, or religious purposes which, at the time of such disposition qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Members(s) of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organizations organized and operated exclusively for such purposes, as said court shall determine.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of May, 2004.



LUIS A. FIGUEROA

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STATE OF FLORIDA

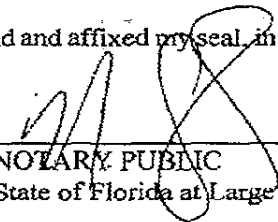
COUNTY OF DADE

BEFORE me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LUIS A. FIGUEROA known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the State and county aforesaid, this 27th day of May, 2004.



Mariela Aguilar
My Commission DD289141
Expires February 09, 2008



NOTARY PUBLIC
State of Florida at Large

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**CERTIFICATE DESIGNATING RESIDENT AND REGISTERED OFFICE AND
RESIDENT AND REGISTERED AGENT AND ACCEPTANCE OF RESIDENT AND
REGISTERED AGENT**

In pursuance of chapter 607.034, Florida General Corporation Act, the following information is submitted:

First - That the LA UNIDAD CUBANA, INC. desiring to organize under the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Coral Gables, State of Florida has named Luis A. Figueroa, as its Resident and Registered Agent, and as its Resident and Registered Office:

Second - That said Resident and Registered Agent, having been named to accept service of process for the above state Corporation, at the place designated as the Resident and Registered Office in this Certificate, hereby accepts to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.



LUIS A. FIGUEROA
RESIDENT AND REGISTERED AGENT

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