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Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : KALKAS BUSINESS SERVICES
Account Number : I19980000015
Phone : (305) 577-9716
Fax Number : (305) 577-9718

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

N & M Foundation, Inc.

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I - NAME

The name of this corporation shall be:

N & M Foundation, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business shall be located initially at:

245 SE 1st St. Suite 311
Miami, FL 33131

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ARTICLE III - PURPOSE

This corporation is a non-profit corporation. The specific purposes, but not limited to, for which the corporation has been formed are enumerated.

- a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the state of Florida, and to act and operate as a charitable organization in lessening the burdens of government, providing relief of the poor and distressed or under-privileged, and promoting social welfare by reducing unemployment through economic development.
- b) To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.
- c) To engage in any and all lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501 (c)(3) of the Internal Revenue Code.
- d) To solicit and receive contributions, purchase own and sell real and personal property, to make contracts, to invest corporate funds for corporate purposes, and to engage in any activity in furtherance of, identical to, or connected with any of the other purposes.

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- e) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein;
- f) 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended;
- g) 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 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III - MANNER OF ELECTION

Directors elected at the first annual meeting of the board of directors, and at all times thereafter, shall serve six years until the sixth annual meeting of the board of directors following the election of the directors and until the qualification of successors in the office. Such annual meetings shall be held at 10.00 am on the first day of August each year at the principal address of the corporation or at such other place as the board may designate from time to time by resolution.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than three (3). The initial directors of this corporation are:

Nelson Miguel Gomez; President
4300 NW 79 Ave. Miami, FL 33166

Sandra Arrington; Director
941 NE 82nd Street, Miami, FL 33138

Christlan Fincic; Director
2401 NW 26th Street, Miami, FL 33142

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ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent and street address of this corporation is:

Martti Kalkas
245 SE 1st Street, Suite 311
Miami, FL 33131

ARTICLE VI - INCORPORATOR

The name of and address of the person signing this article is:

Nelson Miguel Gomez; President
4300 NW 79 Ave. Miami, FL 33166

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of August 2004.



Incorporator

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

WITNESSETH:

That the N & M Foundation, Inc. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade, State of Florida, has appointed

Martti Kalkas
245 SE 1st Street, Suite 311
Miami, FL 33131

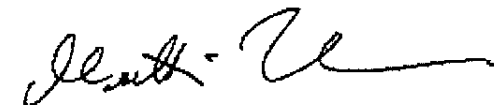
as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the

N & M Foundation, Inc.

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 5th day of August 2004



Registered Agent

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