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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 901899 7193709

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizote

ORDER DATE : September 27, 2004

ORDER TIME : 10:42 AM

ORDER NO. : 901899-005

CUSTOMER NO: 7193709

CUSTOMER: Ms. Kristy Hair
Greenberg Traurig, P.a.

Suite 700
2375 E. Camelback Road
Phoenix, AZ 85016

DOMESTIC FILING

NAME: ASOCIACION PARA EL DESARROLLO
DE RESIDENCIAS Y ASISTENCIA DE
PERSONAS ESPECIALES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Justin Cheshire - EXT. 2909

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

of

ASOCIACIÓN PARA EL DESARROLLO DE RESIDENCIAS Y ASISTENCIA PERSONAS ESPECIALES, INC. (A Florida Not-For-Profit Corporation)

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Article I. NAME

The name of this corporation shall be Asociación para el Desarrollo de Residencias y Asistencia de Personas Especiales, Inc. (hereinafter called the "Corporation").

Article II. PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office of the Corporation is Qta. OASIS Ave. Las Minas Urb. Colinas de la Trinidad CARACAS Venezuela.

The mailing address of the Corporation is c/o Daniel Vielleville, 1221 Brickell Avenue, Miami, Florida 33131.

Article III. PURPOSE

This Corporation is a non-profit corporation, organized for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

Article IV. MEMBERSHIP

The Board of Directors may establish membership in the Corporation and the rights and powers of the members at its discretion.

Article V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1221 Brickell Avenue, Miami, Florida 33131; and the name of the Corporation's initial registered agent at that address is Daniel Vielleville.

Article VI.
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number 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 directors shall be regulated by the Bylaws. The initial directors are:

Dr. Julio Brillembourg
Nelly Gonzalez
Morelia Flores de Blanco
Isabel Vegas de Sosa
Otto Lima Gomez
Alfredo Romero
Henrique Thielen

The address for each of the above-named directors is: Qta. OASIS Ave. Las Minas Urb. Colinas de la Trinidad CARACAS Venezuela.

Article VII.
AMENDMENT

These Articles of Incorporation may be altered, amended, or repealed, and new Articles of Incorporation adopted as provided in the Bylaws of the Corporation.

Article VIII.
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Daniel Vielleville, 1221 Brickell Avenue, Miami, Florida 33131.

Article IX.
DURATION OF CORPORATION

The period of the duration of the Corporation is perpetual unless dissolved according to law.

Article X.
FISCAL YEAR

The fiscal year for the Corporation shall be the calendar year January 1 through December 31.

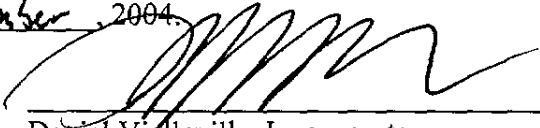
Article XI.
DISSOLUTION

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 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.

Article XII.
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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.

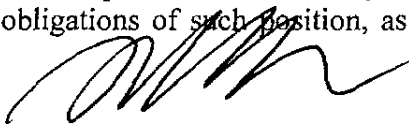
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 23rd day of September, 2004.



Daniel Vielleville, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Asociación para el Desarrollo de Residencias y Asistencia de Personas Especiales, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §617.0501.



Daniel Vielleville

Dated: 9/23, 2004