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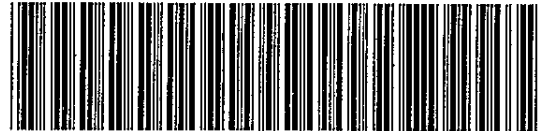
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2004 NOV 24 P 3 31

FILED

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Miami World Theater, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Morella Ramia

Name (Printed or typed)

10820 NW 51st Trail

Address

Doral, FL 33178

City, State & Zip

786-318-6691

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
LAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be Miami World Theater, Inc (hereinafter the "Corporation").

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 10820 NW 51st Trail, Doral, FL 33178.

ARTICLE III PURPOSE

The purpose of the Corporation is to promote, organize, and develop an annual performing arts platform in Miami with participation by noted theater, dance, and music companies from all over the world.

Miami is a city with important cultural events, book fairs, film festivals, and art fairs generating as a whole an important arts movement, making the city into a reference point for the respective art disciplines. This cultural movement allows consideration of an International Theater Festival which would definitely make Miami into a performing arts reference point throughout the world, becoming an event that would have support, not only from the arts community but also from the people of the city.

Our motivation is based on our belief that our International Theater Festival of Caracas (FIT Caracas) thirty years of experience and achievements may expand and allow the construction of similar platforms in cities with adequate infrastructure which could allow housing an important number of companies within a limited time period. This proposal plans to establish strategic partnerships between FIT Caracas organizers and noted institutions and organizations in the Miami theater environment, which will allow taking advantage of available experience and contacts, and will lay the basis for consolidating a work group whose responsibility, would be to promote and launch the Corporation.

The Corporation has not been formed and shall not be operated for pecuniary profit and financial gain. The assets, net income, and profit of the Corporation shall not inure to the benefit of or be distributed to or benefit its members, directors, officers, or any private persons, except that reasonable compensation may be paid to officers and employees of the Corporation and other persons in return for services or goods provided to the Corporation. In accordance with §501(c)(3) of the Internal Revenue Code, or its successor, the Corporation shall promote the common business interests of its members, but shall not engage in a regular business of a kind ordinarily carried on for profit except in an incidental manner, as provided by law. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under §501(c)(3) of the Internal Revenue Code and its regulations as in effect currently or as may hereafter be amended, or by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code and its regulations as in effect currently or as may hereafter be amended.

ARTICLE IV DISSOLUTION

In the case of dissolution, the assets of the Corporation are to be used as follows:

1. To pay first out of the Corporation's current or accumulated income and then from its assets:

- (a) All indebtedness of the Corporation.
- (b) All expenses of liquidation.

2. To distribute any remaining or accumulated income and all other assets to an organization exempt from federal income taxation under §501(c)(3) of the Internal Revenue Code, as determined by the Corporation's Board of Directors ("Board"). Any assets not so disposed of shall be disposed of by the order of a court of competent jurisdiction located in the state in which the Corporation's principal office is then located.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

The initial Board of the Corporation shall be made up of three (3) directors, whose names and addresses are set forth below. They shall serve as the directors until the first annual meeting of the members, or until their successors are elected and qualified. The number of directors constituting the Board, other than the initial Board, the election thereof and the terms to be served thereby, shall be set out in the Bylaws of the Corporation, but the number of persons constituting the Board shall not be less than three (3).

- 1. Ana Isabel Otero, President, 10820 NW 51st Trail, Doral, FL 33178.
- 2. Edit Eva Ivanyi, Director, Calle Negrin. Edif. Floral Negrin. Apt. 3-B. La Florida. Caracas 1050, Venezuela.
- 3. Claudia Urdaneta, Secretary, 4ta. Av. Edificio Covent Garden. Los Palos Grandes. Caracas 1061, Venezuela.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent is Morella Ramia, 10820 NW 51st Trail, Doral, FL 33178.

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is Pedro G. Velez, Jr., Esquire, 3350 W. Hillsborough Ave., Suite 418, Tampa, FL 33614.

ARTICLE VIII AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws of the Corporation and any limitations set forth in the Corporation's Not For Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the member of the Corporation, Bylaws of the Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by resolution of the Board, or by any other procedure set forth within the Bylaws of the Corporation.

ARTICLE IX AMENDMENTS TO ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board.

CERTIFICATE OF REGISTERED AGENT

Pursuant to the provisions of §607.501 and Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designing the registered agent in the State of Florida.

1. The name of the Corporation is: Miami World Theater, Inc.
2. The name and address of the registered agent is: Morella Ramia, 10820 NW 51st Trail, Doral, FL 33178.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Morella Ramia
Signature / Registered Agent

11/10/04
Date

I, the undersigned, being the Incorporator of the Corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation.

Pedro Velazquez, Jr.
Signature / Incorporator

11/10/04
Date
2004 NOV 24 P 3 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED