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GUTIERREZ & ASSOCIATES

A FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY

ATTORNEYS AND COUNSELORS AT LAW

COURVOISIER CENTRE II

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January 14, 2005

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: LUMEN CENTER, INC.
File No.: R73-3175

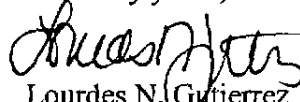
Dear Sir/Madam:

Enclosed please find for filing original Articles of Incorporation of the above named non-profit corporation together with their respective certificate designating the registered agent and registered office of said corporation in Florida, along with a photocopy of the foregoing.

Also enclosed is a check payable to the Department of State in the amount of \$78.75 to cover the filing fees for a non-profit corporation.

Please return a certified copy of the enclosed Articles of Corporation to the undersigned at your earliest opportunity. Thank you for your assistance in this matter.

Sincerely yours,


Lourdes N. Gutierrez
Legal Assistant

Encl.

RECEIVED
JAN 14 2005
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LUMEN CENTER INC.**

The undersigned, for the purposes of forming a not for profit corporation under Chapter 617 of the Florida Statutes, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is: **LUMEN CENTER INC.**

ARTICLE II - PRINCIPAL OFFICE

The initial principal place of business or mailing address of the Corporation shall be 12905 SW 110 Terrace, Miami, Florida 33186.

ARTICLE III - DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE IV - PURPOSES

This corporation is organized to operate exclusively for charitable, religious, educational, and scientific purposes, including in such purposes the making of distributions to organizations that qualify as exempt organizations, under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or the corresponding section of any future tax code ("Code").

ARTICLE V - POWERS

The corporation shall be able to exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporation, including without limitation the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

ARTICLE VI - LIMITATION

The Corporation is organized as a not for profit corporation under the laws of the State of Florida, and no part of the net earnings of the corporation shall enure to the benefit of any Member, Director or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more 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, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not conduct or carry on any other activities not permitted to be conducted or carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law, (ii) by an organization contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986, as amended or any other corresponding provision of any future United States Internal Revenue Law or (iii) by a not for profit corporation organized under the laws of the State of Florida as they now exist or may be hereafter be amended.

ARTICLE VII - NON-STOCK MEMBERSHIP

This corporation is organized on a non-stock membership corporation.

ARTICLE VIII - MEMBERSHIP

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for one or more classes of non-voting Members, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who will not have the right to vote. The name and address of each initial Voting Members are as follows:

NAME

Juan E. Romagosa

ADDRESS

12905 SW 110 Terrace
Miami, Florida 33186

Roberto Prego Novo

1643 Brickell Avenue
Apartment 2804
Miami, Florida 33129

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is: 601 Brickell Key Drive, Suite 201, Miami, Florida 33131. The name of its initial Registered Agent at that address is: Renaldy J. Gutierrez.

ARTICLE X - INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors, the initial number of which shall be two (2). The number of Directors may be increased or decreased from

time to time in accordance with the Bylaws, but shall never be less than two (2). Any vacancy in the Board of Directors shall be filled by the remaining Director or Directors. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The names and addresses of each initial Directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Juan E. Romagosa	12905 SW 110 Terrace Miami, Florida 33186
Roberto Prego Novo	1643 Brickell Avenue Apartment 2804 Miami, Florida 33129

ARTICLE XI - OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer, one or more Vice Presidents and such other Officers and Assistant Officers as may be provided in the Bylaws or as Directors may decide to appoint. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS:</u>	<u>TITLE:</u>
Juan E. Romagosa	12905 SW 110 Terrace Miami, Florida 33186	President and Treasurer
Roberto Prego Novo	1643 Brickell Avenue Apartment 2804 Miami, Florida 33129	Vice President and Secretary
Silvia I. Romagosa	12905 SW 110 Terrace Miami, Florida 33186	Assistant Secretary
Oly Glenda Pineda de Prego	1643 Brickell Avenue Apartment 2804 Miami, Florida 33129	Assistant Treasurer

ARTICLE XII - INCORPORATORS

The name and street address of the Incorporator is as follows:

NAME:

Juan E. Romagosa

ADDRESS:

12905 SW 110 Terrace
Miami, Florida 33186

ARTICLE XIII - AMENDMENT

The Corporation, through its Board of Directors, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time unless more specific provisions for amendment are adopted by the corporation pursuant to law.

ARTICLE XIV - INDEMNIFICATION

The Corporation shall indemnify each Officer and Directors, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

ARTICLE XV - BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE XVI - DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3), or shall be distributed to the federal government, or to a 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 of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVII - MISCELLANEOUS

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on "undistributed income" imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Revenue Law.

(2) The Corporation shall not engage in any act of "self-dealing", as defined in Section 4941(d) of the Internal revenue Code of 1986, as amended, or any corresponding provisions of any future United States Revenue Law.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

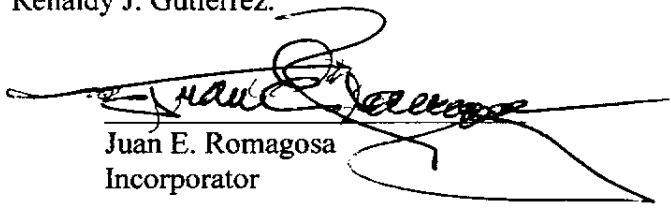
In compliance with Chapter 617 of the Florida Statutes, the undersigned officer of the Florida not for profit corporation hereinafter expressed, duly authorized therefor, submits the following statement in designating its registered agent and the registered office in the State of Florida:

FIRST: The name of the corporation is:
 LUMEN CENTER INC.

SECOND: The Registered office of the Corporation is:
 601 Brickell Key Drive, Suite 201, Miami, Florida 33131

THIRD: The name of the registered agent at that office is:
 Renaldy J. Gutierrez.

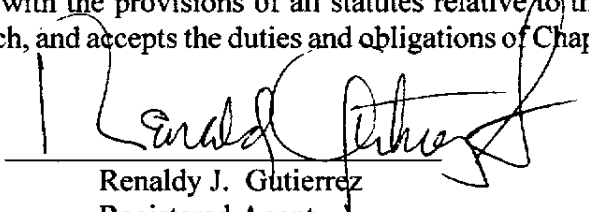
Corporate officer signature:
Title of officer:


Juan E. Romagosa
Incorporator

Date of execution: This 12th day of January, 2005.

ACCEPTANCE

Having been named the registered agent authorized to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned, a resident of the State of Florida, hereby agrees to comply with the provisions of all statutes relative to the proper and complete performance of duties as such, and accepts the duties and obligations of Chapter 617 of the Florida Statutes.


Renaldy J. Gutierrez
Registered Agent

Date of execution: This 12th day of January, 2005.