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From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

LOPEZ-CANTERA CHARITABLE FOUNDATION, INC.

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T. Burch SEP 23 2005

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

for

LOPEZ-CANTERA CHARITABLE FOUNDATION, INC.

ARTICLE I - NAME

The name of the corporation shall be: **LOPEZ-CANTERA CHARITABLE FOUNDATION, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 150 Alhambra Circle, Suite 925, Coral Gables, FL 33134.

ARTICLE III - PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(C)(3) of the Internal Revenue Code, or the corresponding of any future federal tax code.

ARTICLE IV - PROHIBITIONS

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 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 the purposes set forth in Article III hereof. 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 (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, 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 Section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V - CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

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ARTICLE VI - QUALIFICATION OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By-Laws of the Corporation.

ARTICLE VII - MANNER OF ELECTION

The manner in which the directors are elected or appointed in accordance with the By-Laws.

ARTICLE VIII - INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

| | | |
|-------------------------|---|-----------------------------------|
| Carlos C. Lopez-Cantera | - | President and Director |
| Marta L. Lopez-Cantera | - | Vice President and Director |
| Amada Lopez-Cantera | - | Secretary, Treasurer and Director |

ARTICLE IX - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE X - LIABILITIES OF DEBT

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XI - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By-Laws of the Corporation.

ARTICLE XII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Dade Corporate Services, Inc.
150 Alhambra Circle Suite 950
Coral Gables, Florida 33134

ARTICLE XIII - EFFECTIVE DATE

These Articles of Amendment to Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XIV - INCORPORATOR

The name and address of the Incorporator is:

Carlos C. Lopez-Cantera
150 Alhambra Circle
Suite 925
Coral Gables, FL 33134

ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all of the Directors and all of the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation is made.

ARTICLE XVI - DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of a competent jurisdiction of the county in which the principal office of the Corporation is 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.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation and the place designated in this certificate, I am familiar with and accept the appointments as registered agent and agree to act in this capacity.

Dade Corporate Services, Inc.



Linda Larrea, Esquire as Registered Agent

9/21/05
Dated



Carlos C. Lopez Cantera as Incorporator

9/21/05
Dated