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2005 OCT 11 PM 3:05
DIVISION OF CORPORATIONS

B. McKnight OCT 11 2005

COVER LETTER

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

SUBJECT: AMP University, 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: Marcell Felipe

Name (Printed or typed)

1401 Brickell Avenue, Suite 500

Address

Miami, FL 33131

City, State & Zip

305-381-8500

Daytime Telephone number

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

Please return using pre-paid envelope enclosed.

ARTICLES OF INCORPORATION
OF

AMP UNIVERSITY, INC.

A FLORIDA NONPROFIT CORPORATION

ARTICLE I - NAME

The name of the Corporation shall be AMP University, Inc.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 1401 Brickell Avenue, Suite 500, Miami, Florida 33131.

ARTICLE III - DURATION

This corporation shall have a perpetual existence.

ARTICLE IV - PURPOSE

The purposes for which the Corporation is organized are:

(1) Generally to have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

(2) The purpose for which AMP University is organized are exclusively charitable and/or educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

(3) Notwithstanding any of the above statements of purposes and powers, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

(4) No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

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DIVISION OF CORPORATIONS
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ARTICLE V – DIRECTORS

(1) The manner in which the directors are appointed or elected is by a majority vote of the class of members entitled to vote, as set forth in the By-Laws of this corporation.

(2) The names and addresses of the persons who are to serve as the initial directors are:

- a. Martin P. Amengual – Chacabuco, Cordoba, 5014, Argentina.
- b. Maria Dolores Claria – Pasaje Inca Manco S/N, Cordoba, 5014, Argentina.
- c. Axel Kruger, 1965 Sherington Place, K209, Newport Beach, CA 92663.

(3) No part of the net earning of the corporation shall inure to the benefit of any officer, director or member of the corporation.

ARTICLE VI – MEMBERSHIP

The authorized number, qualifications, and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the By-Laws of this corporation.

ARTICLE VII – BY- LAWS

The By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed in whole or in part by the members or by the Directors in the manner provided therein. Any amendments to the By-Laws shall be binding on all members of this corporation.

ARTICLE VIII – RESTRICTIONS

(1) The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal laws.

(2) The corporation will not engage in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code, or corresponding provisions of any later federal laws.

(3) The corporation will not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code, or corresponding provisions of any later federal laws.

(4) The corporation will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal laws.

(5) The corporation will not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code, or corresponding provisions of any later federal laws.

ARTICLE IX – DISSOLUTION

This corporation shall be dissolved and its affairs wound up by a two thirds (2/3) vote of the corporation's voting members or when the objects for which this corporation is organized have been fully accomplished.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of the residual assets of the corporation exclusively for the stated purposes of the corporation in such manner, or to one or more organizations which themselves are exempt as organizations described in Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, for such purposes or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X – REGISTERED AGENT

The name and address of the initial registered office and registered agent of the corporation is:

Marcell Felipe, Esq.
1401 Brickell Avenue, Suite 500
Miami, Florida 33131

ARTICLE XI – INCORPORATOR

The name and address of the incorporator is as follows:

Marcell Felipe, Esq.
1401 Brickell Avenue, Suite 500
Miami, Florida 33131

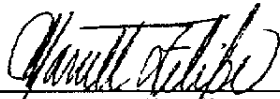
IN WITNESS WHEREOF, I have subscribed my name this 6th of October 2005.



Marcell Felipe, Esq.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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.

Dated: October 6th, 2005



Marcell Felipe, Esq
Registered Agent

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OFFICE OF STATE
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