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Florida Department of State
Division of Corporations
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

hispanic flamenco ballet ensemble inc.

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ARTICLES OF INCORPORATION
OF
HISPANIC FLAMENCO BALLET ENSEMBLE INC.

THE UNDERSIGNED, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be Hispanic Flamenco Ballet Ensemble Inc., a corporation not for profit.

ARTICLE II

The initial principal place of business and the mailing address of this corporation shall be 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

ARTICLE III

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. The purposes for which the corporation is organized is to disseminate Spanish, Hispanic and Latin folkloric arts and culture for charitable and educational purposes, and to receive and maintain real or personal property, or both, and, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for humanitarian, charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

2. The specific purpose for which the corporation is organized shall be:

a. To receive donations, legacies or any other contribution of the same nature in money, personal property, transferable securities or real estate immovable, to administer such donations, legacies and contributions with a view to promoting the performance and dissemination of Spanish, Hispanic, Latin, Western and other folkloric art forms, principally but not exclusively in the fields of dance and musical traditions (hereafter, the "Arts Program").

b. To promote periodic tours of performing artists for the purpose of bringing the Arts Program to as wide an audience as possible, at schools, civic auditoriums, theatres and other available venues, for educational purposes.

THIS INSTRUMENT PREPARED BY:
Fretman, Haber, Rojas & Stanham, LLP
Sidney Meneses
520 Brickell Key Drive, O-305
Miami, Florida
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Fl Bar 192678

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CLERK OF STATE
TALLAHASSEE, FLORIDA

c. To promote the arts, cultural activities and the safeguard of the heritage of Spain, Latin America, the Americas, Europe and other world traditions.

3. To engage in any operation incidental to and essential to carry out the purposes above mentioned.

4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.

5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.

6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien.

7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

8. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one of more of the non-profit purposes of the corporation.

9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one of more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or otherwise intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.

10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

11. Upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization

or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of by the Circuit Court of Miami-Dade County, Florida in which the principal office of the corporation is then located, exclusively for such purposes.

12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objectives and purposes.

The Bylaws may impose other conditions of membership from time to time.

ARTICLE IV

The manner in which the directors are elected or appointed shall be annually by vote of the members.

ARTICLE V

The name and street address of the initial registered agent shall be: Transglobal Corporate Administration, LLC and the initial registered office of the Corporation shall be 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation shall be: Sidney Menezes at 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131

ARTICLE VII

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors. The names of the Officers and the office they shall hold until the first election shall be:

Jorge Ceron, President
1140 West 29th Street, #30
Hialeah, Florida 33012

Eligio Alberto Moya, Vice President
835 North Shore Drive
Miami Beach, Florida 33141

Ivan Del Rio, Treasurer
835 North Shore Drive
Miami Beach, Florida 33141

Paola Guenther, Secretary
177 Ocean Lane Drive #805
Key Biscayne, Florida 33149

ARTICLE VIII

The member of the Board of Directors shall never be less than three (3) in number. Initially the Board of Directors shall consist of three (3) persons whose names and addresses are as follows and who shall serve as Directors until the first election:

Mr. Jorge Ceron

1140 West 29th Street, #30
Hialeah, Florida 33012

Mr. Ivan Del Rio
835 North Shore Drive
Miami Beach, Florida 33141

Mr. Eligio Alberto Moya
835 North Shore Drive
Miami Beach, Florida 33141

Ms. Paola Guenther
177 Ocean Lane Drive #805
Key Biscayne, Florida 33149

ARTICLE IX

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by the Board of Directors.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be this entitled to membership, the Officers of this Corporation, to abide by the Bylaws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said Bylaws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE X

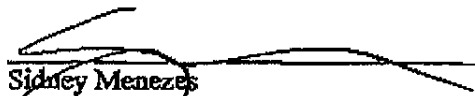
ARTICLE X

The Bylaws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE XI

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the Bylaws.

The undersigned incorporator has executed these Articles of Incorporation this 15th day of November, 2005.


Sidney Menezes

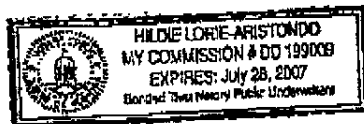
STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Sidney Menezes, personally known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me according to law, that he made and subscribed the same for the purpose therein mentioned and set forth.

WITNESS my hand and official seal in the County and State named above this 15th day of November, 2005.


Notary Public, State of Florida

My Commission Expires:



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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned not for profit corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Hispanic Flamenco Ballet Ensemble Inc.
2. The name and address of the Registered agent and office is: Transglobal Corporate Administration, LLC, 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

Having been named as registered agent and to accept service of process for the above stated not for profit corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed 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.


 Samuel P. Haven, President

Date: November 15th, 2005

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