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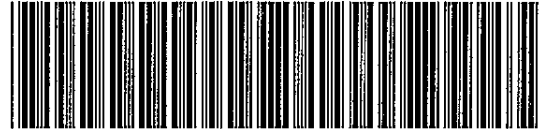
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2005 NOV 17 PM 2:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton NOV 18 2005

October 16, 2005

State of Florida
Department of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

RE: Incorporation of American Law Center, Inc.

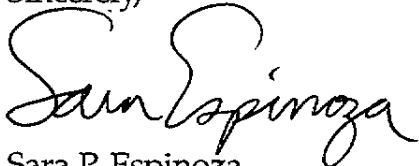
Gentlemen:

We are hereby presenting your department with the necessary documents for the incorporation of the above named nonprofit corporation. Enclosed is an original and one copy of the Articles of Incorporation. Please file the original in your offices and return the copy stamped.

Also enclosed is a check in the amount of \$78.50 covering the Filing Fee for Articles of Incorporation.

Your attention to the above matter will be greatly appreciated.

Sincerely,

A handwritten signature in black ink, appearing to read "Sara P. Espinoza". The signature is fluid and cursive, with the first name "Sara" being more prominent.

Sara P. Espinoza
POB 2, Jose Marti Station
Miami, FL 33135-0002

305/530-8787

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**ARTICLES OF INCORPORATION
OF
AMERICAN LAW CENTER, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617 of the Laws of the State of Florida, providing for the formation, rights, privileges and immunities of a corporation not for profit.

ARTICLE I - NAME OF CORPORATION

The name of this Corporation is **American Law Center, Inc.**

ARTICLE II - DURATION OF THE CORPORATION

This Corporation shall have perpetual existence.

ARTICLE III - CORPORATE PURPOSE

This Corporation is organized for the purpose of enhancing public appreciation, understanding and respect for the Constitution of the United States; defending human and civil rights secured by law; engaging in the analysis, examination, and research of American Law; producing books, periodicals, and audiovisual materials covering all areas of American Law; developing and offering study courses and legal education programs on American Law; promoting concrete proposals and recommendations for legal reform at the municipal, county, state and federal levels of government; as well as for the charitable and educational purposes referred to in Internal Revenue Code §501(c) (3) or applicable regulations.

ARTICLE IV - POWERS OF THE CORPORATION

The Corporation shall have all of the statutory powers of a nonprofit corporation, including the authority to raise, receive, and maintain funds, acquire real and personal property, and administer said funds and property, including all income generated therefrom, exclusively for the charitable and educational purposes for which the Corporation is founded. The Corporation may enter into contracts, acquire land, and sue in a Court of Law.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 1393 SW 1 Street, Suite 400, Miami, FL 33135.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Corporate Affairs. The Corporation shall have no voting members. The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than three (3) and not more than fifteen (15) persons, whose operations in governing the Corporation shall be defined by statute and by the Corporation's by-laws. No director shall have any right, title, or interest in or to any property of the Corporation. Directors shall be elected or removed according to the procedure

provided in the Bylaws.

Section 2. Officers. The Corporation shall have the following officers: President, one or more Vice Presidents, Parliamentarian, Secretary, and Treasurer. These officers shall be elected and shall hold office in the manner provided in the Bylaws of the Corporation.

Section 3. Debt Obligations and Personal Liability.

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII - NON-VOTING MEMBERSHIP

Section 1: Eligibility. Any person, at least 18 years of age, of good moral character, and a legal resident of the United States of America, shall be eligible for non-voting membership in this Corporation upon submittal of a properly executed application as provided in the Bylaws of the Corporation and upon the acceptance by the Two-Thirds (2/3) vote of the Board of Directors.

Section 2: Application for Membership. Any applicant meeting the qualifications set forth above and desiring to be a non-voting member of the Corporation shall make application on a form approved by and supplied by the Corporation and accompanied by such membership dues as the Board of Directors may from time to time determine.

Section 3: Termination of Membership. Membership may be terminated by resignation or expulsion for cause determined by the Board of Directors.

ARTICLE VIII - AMENDMENTS

The Corporation reserves the right to adopt, amend or rescind any provision contained in these Articles of Incorporation or in the Bylaws of the Corporation by a simple majority vote of the voting membership present or voting by proxy at any regular meeting, or by the majority vote of the Board of Directors; provided notice thereof, which shall include the text of the change in the Articles of Incorporation and/or Bylaws, is furnished in writing to each eligible voting member of the Corporation at least thirty (30) days prior to the meeting at which such change is to be voted upon, whether it be a membership meeting or a Board of Directors meeting.

ARTICLE IX - INCOME AND ASSETS

Section 1. Income and Assets. All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purpose selected by the Board of Directors.

Section 2. Capital Stock and Dividends. This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members.

Section 3. Benefits to Members. In addition, no part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation

that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation.

ARTICLE X - INITIAL BOARD OF DIRECTORS AND OFFICERS

The name and address of the officers and members of the Board of Directors who are to manage all of the affairs of the Corporation until the first annual meeting are:

Terrence P. O'Connor
President
1393 SW 1 ST., Ste 400
Miami, FL 33135

Sondra Roberts
First Vice President
1393 SW 1 ST., Ste 400
Miami, FL 33135

Anthony Jenkins
Second Vice President
1393 SW 1 ST., Ste 400
Miami, FL 33135

Isaac Goldberg
Treasurer
1393 SW 1 ST., Ste 400
Miami, FL 33135

Miriam González
Secretary
1393 SW 1 ST., Ste 400
Miami, FL 33135

Robert Murphy
Director
1393 SW 1 ST., Ste 400
Miami, FL 33135

Jerry Aguiar
Director
1393 SW 1 ST., Ste 400
Miami, FL 33135

Norma Beatriz Bernardelli
Director
1393 SW 1 ST., Ste 400
Miami, FL 33135

Maria L. Dominguez
Director
1393 SW 1 ST., Ste 400
Miami, FL 33135

Sara P. Espinoza
Director
1393 SW 1 ST., Ste 400
Miami, FL 33135

Charles Lee
Director
1393 SW 1 ST., Ste 400
Miami, FL 33135

Ana Meyers
Director
1393 SW 1 ST., Ste 400
Miami, FL 33135

Juan Carlos Ortíz Almonacid
Director
1393 SW 1 ST., Ste 400
Miami, FL 33135

José D. Vera
Director
1393 SW 1 ST., Ste 400
Miami, FL 33135

Frank J. Vitale
Director
1393 SW 1 ST., Ste 400
Miami, FL 33135

ARTICLE XI - INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by the Florida General Corporation Act.

ARTICLE XII - LEGAL REPRESENTATION

The Corporation, upon a two thirds (2/3) vote of the Board of Directors, may issue written authorization and/or grant a Power of Attorney naming and appointing any employee, director or officer of the Corporation to represent or otherwise act on behalf of the Corporation in any Court of Law, in any jurisdiction, and in any legal proceeding of any kind.

ARTICLE XIII - PROHIBITED ACTIVITIES

The Corporation shall not:

1. Attempt to influence legislation as a substantial part of its activities.
2. Allow any part of its net income to inure to the benefits of officers, directors, or members of the Corporation, or to any other individual, except in the furtherance of its educational purposes.
3. Participate to any extent in any political campaign for or against any candidate for public office.
4. Conduct any activities not permitted of organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(3) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XIV - DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable and educational purposes set forth in Article III hereof. In the event the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XV - APPOINTMENT OF REGISTERED AGENT AND ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

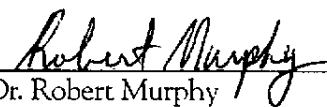
The Corporation's Registered Office shall be at 1393 SW 1 Street, #400, Miami, Florida 33135 and the Registered Agent of the Corporation at that address shall be Miriam Gonzalez.

Having been named to accept service of process for the above Corporation, at the place designated herein, I hereby agree to act in the capacity of Registered Agent of the Corporation, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

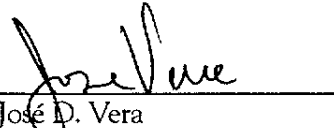

Miriam Gonzalez, Registered Agent

ARTICLE XVI - INCORPORATORS

The name and address of the incorporators to these Articles of Incorporation are:


Dr. Robert Murphy
1393 SW 1 ST., Ste 400
Miami, FL 33135


Sara P. Espinoza
1393 SW 1 ST., Ste 400
Miami, FL 33135


José D. Vera
1393 SW 1 ST., Ste 400
Miami, FL 33135