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FEB 24 2006

COVER LETTER

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

SUBJECT: THE AMERICAN PRIDUS FOUNDATION 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: Jose Menendez
Name (Printed or typed)

10631 SW 88 ST
Address

Miami, FL 33176
City, State & Zip

(305)-267-9660 x 312
Daytime Telephone number

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

**Articles of Incorporation
OF
The American Prime Foundation, Inc.**

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ARTICLE I

NAME

The name of the Corporation shall be:

The American Prime Foundation, Inc.

The address of the principal office and the initial street address, in the state, of this Corporation is: 10631 North Kendall Drive, Second Floor, Miami, FL 33176

ARTICLE II

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE III

CORPORATE PURPOSES

The Corporation shall be a nonprofit, nonsectarian organization formed and operated exclusively for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, which purposes shall include, but not be limited to, the acceptance from any party, from time to time, of contributions and the deriving of income therefrom to be used or applied exclusively for the support of section 501(c)(3) of the Internal Revenue Code approved organizations.

The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under section 107, 2055, or 2522 of the Internal Revenue Code, as applicable. No part of the assets or the net earnings of the Corporation shall inure to the benefit of any officer, director, member, or any other person. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign for or on behalf of any candidate for public office.

Unless otherwise indicated, as used in this Article III and hereinafter in these Articles of Incorporation, all section references are to the Internal Revenue Code, as amended, including any corresponding provision of any subsequently enacted federal tax laws.

ARTICLE IV

CORPORATE POWERS

The Corporation shall have and exercise all powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purpose as provided in Article III.

ARTICLE V

CAPITAL STOCK

The Corporation shall not have capital stock.

ARTICLE VI

MEMBERS

The qualification for members and the manner of their admission shall be regulated by the Bylaws of the Corporation, which may establish different classes of membership and may limit any voting rights to one or more of such classes.

ARTICLE VII

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three directors. Where not inconsistent with Chapters 607 and 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

The Board of Directors of the Corporation, set forth below, shall hold office until the first annual meeting of members and until their successors have been elected and qualified or until their resignation, removal from office, inability to act, or death:

Director

Margarita Galiana

Address

10631 North Kendall Drive
Second Floor
Miami, FL 33176

Jacqueline Ferrer

10631 North Kendall Drive
Second Floor
Miami, FL 33176

Frank Licea

10631 North Kendall Drive
Second Floor
Miami, FL 33173

Enrique Ferrer

10631 North Kendall Drive
Second Floor
Miami, FL 33176

ARTICLE VIII

DISSOLUTION

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed for an exempt purpose to any organization which shall then be qualified for exemption under section 501 (c)(3) of the Internal Revenue Code and to which a contribution shall be permitted as a deduction under sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable, or to the federal government, or to a state or local government for a public purpose. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended by majority vote of the voting members of the Corporation in accordance with the procedures provided by Chapter 617, Florida Statutes. Such action may be taken by the voting members present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or by the voting members without a meeting if a consent in writing, signed by the voting members whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten days after obtaining such authorization by written consent, notice summarizing the action shall be given to those members who have not consented in writing.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

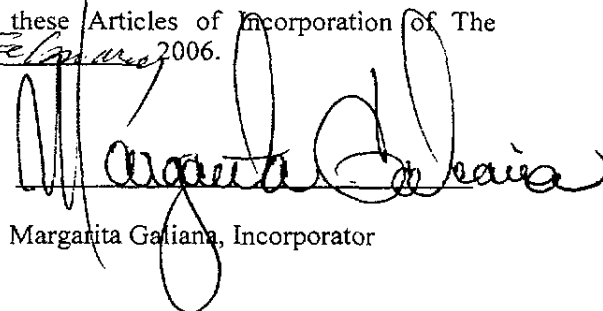
The address of the registered office of the Corporation is 10631 North Kendall Drive, Second Floor Miami, FL 33176, and the name of the registered agent at such address is Margarita Galiana.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is Margarita Galiana, 10631 North Kendall Drive, Second Floor Miami, FL 33176.

IN WITNESS HEREOF, I have executed these Articles of Incorporation of The American Prime Foundation, Inc. this 17 day of February 2006.

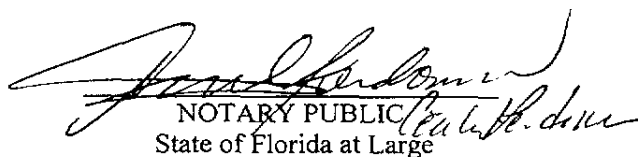

Margarita Galiana, Incorporator

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 17 day of February by Margarita Galiana, as Incorporator of The American Prime Foundation, Inc. a Florida not for profit corporation, who personally appeared before me at the time of notarization, and who are personally known to me or who have produced _____ as identification.



Cecilia M Perdomo
My Commission DD153653
Expires October 05, 2006

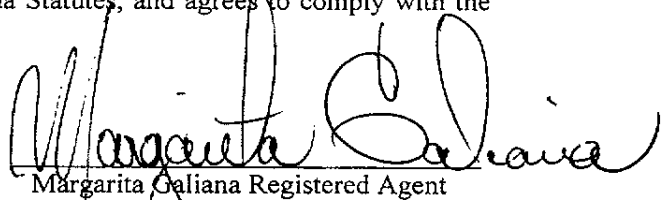

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Section 617.023 and 48.091, Florida Statutes, The American Prime Foundation, Inc., desiring to organize under the laws of the State of Florida, has designated Margarita Galiana, whose address is 10631 North Kendall Drive, Second Floor Miami, FL 33176 as its agent to accept service of process within the State of Florida.

Having been named as registered agent to accept service of process by The American Prime Foundation, Inc. At the location designated herein, 10631 North Kendall Drive, Second Floor Miami, FL 33176, Margarita Galiana hereby accepts to act in this capacity, is familiar with and accepts the obligations of Section 607.325, Florida Statutes, and agrees to comply with the law of Florida applicable thereto.


Margarita Galiana Registered Agent

2/17/06
Date

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