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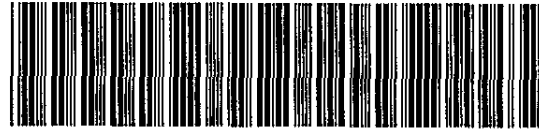
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: LATIN CHAMBER OF COMMERCE EIGHT STREET BUSINESS
DISTRICT MIAMI FLORIDA, INC.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$87.50
Filing Fee,
Certified Copy
& Certificate of Status

FROM: Eloy Aparicio
1171S.W. 8th Street,
Miami, Florida 33130

Phone: 305-8568913

ARTICLES OF INCORPORATION

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

LATIN CHAMBER OF COMMERCE EIGHT STREET BUSINESS DISTRICT MIAMI
FLORIDA, INC.

ARTICLE I

NAME

The name of the corporation shall be:

LATIN CHAMBER OF COMMERCE EIGHT STREET BUSINESS DISTRICT MIAMI
FLORIDA, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address shall be:

1171 S.W. 8th Street, Miami, Florida 33130

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is as follows:

This is a non-profit corporation organized solely for general charitable, scientific, literary and educational purpose pursuant to the Florida Corporation Not for Profit Law set forth in Section 617 of the Florida Statutes.

In furtherance of these purposes the corporation may exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

The specific and principal purposes of the corporation are:

- a) To organize and help persons and businesses preferably those who currently reside in the Eight Street Business District, Miami, Florida, United States
- b) To promote The Eight Street Business District, Miami, Florida; to the local, national and international level.
- c) To promote tourism and local attractions.
- d) To promote business trust over new investment.
- e) To publish information and statistics about businesses, tourism and arts.

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- f) To establish communication and exchange services with others Chambers of Commerce and/ or business organizations national and international level.
- g) To work with other non-profit organization in order to honor all those people which have contributed to the arts and science.
- h) To acknowledge all those who had made a contribution to the improvement and prosperity of The Eight Street Business District, Miami, Florida.

ARTICLE IV

The term of existence of the corporation is perpetual.

ARTICLE V

The corporation shall be a membership organization composed of those people hereinafter listed as the initial Board of Directors and all other persons or organization elected/selected for membership as provided in the By laws.

ARTICLE VI

MANNER OF ELECTION

The corporation shall be governed by a Board of Directors which shall consist of such numbers of directors as may be fixed from time to time by the Board of Directors of the Corporation in its By-laws, but in no event shall the Board of Directors of the corporation shall not be less than three Directors. The initial Directors shall be Eloy Aparicio, Alejandro B. Rodriguez and Ines Bracerias, to serve for a term of two years or until appointment of their successors. Subsequent elections of Directors shall be held at the annual meeting of the Board of Directors, with such elections held under the appropriate provisions of the Bylaws of the corporation. In the event that a vacancy occurs during the term of any Director or Directors on said Board of Directors of the Corporation, whether caused by resignation, removal or death of any such Director or Directors, or for any reason whatsoever, such vacancy shall be filled by an appointment for the remainder of such term by a majority vote carried by the Board of Directors. In the event of a stalemate, the presiding President will cast a deciding vote. Any Director or Directors on said Board of Directors of this corporation may resign by delivering a written notice of such resignation of the board of Directors.

ARTICLE VII

INITIAL OFFICERS

The Officers of the Corporation are as follows:

Eloy Aparicio
President

Alejandro B. Rodriguez
Vice-President, Secretary, Treasurer

ARTICLE VIII

EARNINGS AND ACTIVITIES

- 1.- No part of the net of the earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to apply reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.
- 2.- No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate.
- 3.- Notwithstanding any provision of these articles, the corporation shall not carry on any other activities nor permitted to be carried on by a corporation exempt from Federal Income Taxes under section 501(c) (6) of the Internal Revenue Cod of 1954, as amended, and its regulations, as they now exist or as they exist or as they may hereafter be amended.
- 4.- Notwithstanding any other provision of these articles of incorporation, the corporation shall not conducted or carry out any activities not permitted to be conducted or carried on by an organization contributions to which are deductible under Section 170 of said Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.

ARTICLE IX

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying and making provision for the payment of all the liabilities of the corporation dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization which are described in Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States Internal Revenue law, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

MEMBERSHIP

The qualification of members and the manner of their admission shall be regulated by the By-laws for this corporation.

ARTICLE XI

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not for Profit Law of the State of Florida, concerning corporation action that must be authorized or approved by the members of the corporation, By-Laws of the corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by resolution of the Board of Directors, or by following the procedure set forth therefore in the By-Laws.

ARTICLE XII

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income of assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII

AMENDMENT OF ARTICLES

1.- Upon written notification, the Articles of Incorporation may be amended by seventy-five percent vote of the members present at a special meeting called for the purpose by the Board of Directors, or a vote of seventy-five percent of the Board of Directors.

2.- A special meeting to amend the Articles of Incorporation can only be called if requested by fifty (50%) percent of the members in good standing or by the majority of the Board of Directors.

ARTICLE XIV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial Register Agent shall be Eloy Aparicio, who is hereby familiar with and accepts the duties and responsibilities as registered agent for this corporation, and his address is 1171 S.W. 8th Street, Miami, Florida 33130.

ARTICLE XV

INCORPORATORS

The names of the incorporators shall be:

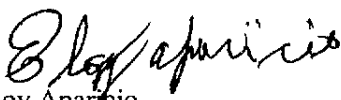
Eloy Aparicio
1171 S.W. 8th Street
Miami, Florida 33130

Alejandro B. Rodriguez
1171 S.W. 8th Street
Miami , Florida 33130

ACCEPTANCE BY REGISTERED AGENT:

Having been named to accept service of process for the above named corporation, at the place designed in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091 Florida Statutes, relative to keeping open said offices.

Signature:


Eloy Aparicio
Registered Agent

Date: April 26th, 2006

INCORPORATORS

Signature:

Date: April 26th, 2006


Eloy Aparicio


Alejandro B. Rodriguez