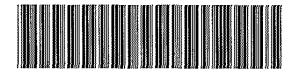
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COVER LETTER

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

SUBJECT: Cruz Foundation Tnc. (PROPOSED CORPORATE NAME-MUST INCLUDE SUFFIX)				
		cles of Incorporation and a		
	Certificate of Status	& Certified Copy	Certified Copy & Certificate	
		ADDITIONAL COPY REQUIRED		
	_			
FROM: <u>Jeffrey H. Skatoff</u> Name (Printed or typed)				

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

2925 PGA Blud. Ste 103

Palm Beach Gardens, FL 33410

City, State & Zip



FLORIDA DEPARTMENT OF STATE Division of Corporations

October 10, 2006

JEFFREY H. SKATOFF 2925 PGA BLVD STE 103 PALM BCH GARDENS, FL 33410

SUBJECT: CRUZ FOUNDATION, INC.

Ref. Number: W06000044426

We have received your document for CRUZ FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Subsequent directors may be elected or appointed by directors. However, initial directors must be elected or appointed by officers, members, founder etc.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White Document Specialist New Filing Section

Letter Number: 106A00060228

Articles of Incorporation for

Cruz Foundation, Inc.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is: Cruz Foundation, Inc.

Article II

The principal place of business address:

c/o Clark Skatoff LLP 2925 PGA Blvd., Suite 103 Palm Beach Gardens, FL 33410

The mailing address of the corporation is:

c/o Clark Skatoff LLP 2925 PGA Blvd., Suite 103 Palm Beach Gardens, FL 33410

Article III

The specific purpose for which this corporation is organized: Not for pecuniary gain, and for the purpose of promoting charitable and educational causes.

Article IV

The manner in which directors are elected or appointed is: Appointed

Article V

The name and Florida street address of the registered agent is:

Jeffrey Skatoff 2925 PGA Blvd., Suite 103 Palm Beach Gardens, FL 33410

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature:



Article VI

The name and address of the incorporator is:

Jeffrey Skatoff 2925 PGA Blvd., Suite 103 Palm Beach Gardens, FL 33410

Incorporator's Signature:

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SLUNETARY OF STATE TALLAHASSEE, FLORIDA

Article VII

The initial officers and initial directors of the corporation are:

Title: PD
Anneria Francisco
738 El Vedado
West Palm Beach, FL 33405

Title: VSTD Ana Salazar 2144 Landsmere Drive Mableton, GA 30126

Title: VD Maria Cruz 448 Fontana Drive Palm Springs, FL 33461

Article VIII

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the Circuit Court of the Florida county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.