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FLORIDA PROFIT/NON PROFIT CORPORATION
THE CONCIENCIA FOUNDATION, INC.

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ARTICLES OF INCORPORATION
OF
THE CONCIENCIA FOUNDATION, INC.

I, the undersigned natural person of the age of 21 years or more, with other persons being desirous of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is **THE CONCIENCIA FOUNDATION, INC.** (the "Corporation").

ARTICLE II
ADDRESS

The address of the principal office and the mailing address of the Corporation is
The Conciencia Foundation, Inc.
Attn: Owen S. Freed
150 West Flagler Street, Suite 2200
Miami, FL. 33130

ARTICLE III
PURPOSE

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not For Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized include, without limitation, charitable, eleemosynary, educational, cultural, and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto). Further it is a purpose of the Corporation to provide education and training in the knowledge and technology of information transfer and computer programming.

The Corporation shall devote no substantial part of its time, money, effort or personnel to lobbying in any political campaign for or against any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue laws.

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ARTICLE IV
POWERS

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Florida Statutes Chapter 617, Florida Not For Profit Corporation Act. The Corporation's activities are limited by any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE V
TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VI
SUBSCRIBER

The name and address of the subscriber to these Articles are as follows:

Owen S. Freed
Suite 2200
150 West Flagler Street
Miami, FL. 33130

ARTICLE VII
MEMBERS

The corporation shall be organized on a non-stock basis. Members shall be either natural persons over the age of eighteen years, corporations or partnerships. The initial Board of Trustees shall constitute the initial membership of this corporation and each trustee shall remain a member as long as he holds office. In addition, each subsequent trustee of this corporation shall be a member of this corporation for as long as he holds the office of trustee. The Bylaws of the corporation may promulgate standards for additional members.

ARTICLE VIII
BOARD OF TRUSTEES

Section 1. The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Trustees. The initial Board of Trustees shall consist of five (5) persons, one of whom shall serve as the Chairperson of the Board. Subsequently the Board of Trustees shall be appointed as provided in the Bylaws of the Corporation. Following are the names and addresses of the persons who serve as the members of the initial Board of Trustees of the Corporation until their successors are duly elected:

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Hermann Gomez
1690 South Bayshore Lane
Unit 6B
Coconut Grove, Florida 33133

Owen S. Freed
150 West Flagler Street, Suite 2200
Miami, Florida, 33130

Juan Manuel de la Rosa
Av. Insurgentes Sur. # 586 Piso 6
Colonia del Valle
Mexico D.F.
Mexico.

Ricardo Tinoco
Av. Orinoco, Torre UNO Planta comercial
Las Mercedes,
Caracas,
Venezuela

Lorenzo Guadamuz
Autopista Próspero Fernández
Centro Corporativo Plaza Robles
Oficina F15, Edificio El Patio
Escazu, Valle Central
Costa Rica.

Section 2. The number of trustees which constitute the Board of Trustees may be increased and, thereafter, increased or decreased as provided in the Bylaws of the Corporation; provided, however, in no event shall the number of trustees be less than three (3).

ARTICLE IX **BYLAWS**

Section 1. The Trustees of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the members of the Board of Trustees present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

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Section 3. The Bylaws of the corporation shall contain provisions regulating the powers of the corporation, the Trustees and the officers, the control of property owned by the corporation and such other things as shall be necessary and proper for the carrying on of the business of the corporation.

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended by a majority vote of the members of the Board of Trustees present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

ARTICLE XI
NO PERSONAL LIABILITY

The trustees, officers, employees and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts or defaults of the Corporation while acting for or on behalf of the Corporation in any official and authorized capacity. The Corporation shall indemnify all of its officers, trustees, employees and agents and all of its former officers, trustees, employees and agents and all of its former officers, trustees, employees and agents, to the fullest extent permitted by law.

ARTICLE XII
DISSOLUTION

Upon dissolution of the Corporation, the Board of Trustees 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 by contribution exclusively to one or more organizations which themselves are an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof) or to the federal, state or local government for exclusive public purpose.

ARTICLE XIII
PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Trustees, officers, other private persons or for-profit corporations, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

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ARTICLE XIV
REGISTERED OFFICE

The name and address of the initial registered office and the initial registered agent of the corporation is:

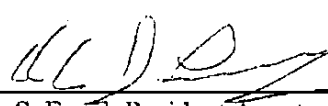
OWEN S. FREED
150 West Flagler Street, Suite 2200
Miami, FL. 33130

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal, 22nd day of November, 2006, for the purposes of forming this corporation not for profit under the laws of the State of Florida.


Owen S. Freed, Subscriber

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for **THE CONCIENCIA FOUNDATION, INC.** at the place designated in this Certificate. I acknowledge that I am familiar with the obligations corresponding thereto and agree to act in compliance therewith in this capacity.


Owen S. Freed, Resident Agent
Dated: November 22, 2006

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