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Division of Corporations

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From:

Account Name : GONZALEZ & RODRIGUEZ, P.L.  
Account Number : I20040000138  
Phone : (305) 461-4880  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**M&E ARTS AND CULTURE, INC**

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ATTORNEYS AT LAW

Gables CitiTower, Penthouse 1135  
999 Ponce De Leon Blvd.  
Coral Gables, Florida 33134

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To:	Division of Corporations	Fax #:	1850-205-0381
From:	Marina Calderon	Phone:	(305) 461-4880
Title:	Legal Assistant	Fax #:	(305) 461-5880
E-Mail:	mcalderon@gr-law.net		
Re:	M & E ARTS AND CULTURE, INC		

Note:

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**ARTICLES OF INCORPORATION  
OF  
M & E ARTS AND CULTURE, INC**

The undersigned incorporator ("Incorporator"), for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I NAME**

The name of the corporation shall be: M & E Arts and Culture (hereinafter referred as "Corporation")

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is:

6187 N. W 167<sup>th</sup> Street- Unit H15  
Miami Lakes, FL 33015

**ARTICLE III PURPOSE(S)**

The purpose of the Corporation is to promote international artists and cultural integration between Latin America and the United States

**ARTICLE IV MANNNER OF ELECTION**

The manner in which the directors are elected or appointed is set forth in the By-Laws.

**ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS**

The initial Directors are as follows:

Ingrid Judith Eslait de Ossa.  
Yolanda Eugenia Ossa-Eslait  
Maria Fernanda Marquez Perret  
Maria Carolina Marquez Perrett-Gentil

**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address (P. O Box NOT acceptable) of the registered agent is:

Gonzalez & Rodriguez, P.L.  
999 Ponce De Leon Blvd, PH 1135  
Coral Gables, FL 33134

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**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation:

Humberto L. Rodriguez, Esquire  
999 Ponce De Leon Blvd. PH 1135  
Coral Gables, FL 33134

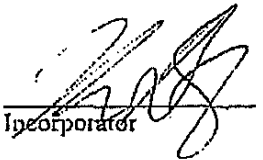
**ARTICLE VIII PROVISIONS**

Notwithstanding any powers granted to the Corporation by its Articles of Incorporation, By-Laws or by the laws of the State of Florida, the following limitations of power shall apply:

a. The Corporation is organized for cultural and educational purposes, as that term is used in Section 501 ( C ) (3) of the Internal revenue Code, as amended, or corresponding section of any future federal tax code.

b. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Date: January 4, 2007

  
Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Date: January 4, 2007

Gonzalez & Rodriguez, P.L.

By: 

Humberto L. Rodriguez, Esq.  
Member

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