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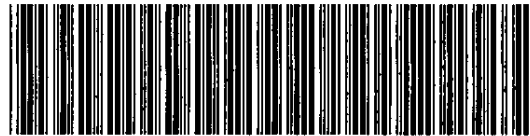
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

107-30157

T. Hampton JUL -5 2007

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RYAN T. CAREY
DONALD L. JOHNSON

REGISTERED PATENT LAWYERS
JAMES C. NEMMERS
GLENN L. JOHNSON
ROBERT W. HOKE
RYAN N. CARTER
OF COUNSEL
THOMAS M. COLLINS
WILLIAM R. SHUTTLEWORTH
JAMES C. NEMMERS

June 20, 2007

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

RE: Sergio Paiz Foundation, Inc.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation together with a check for \$70.00 to cover the filing fees.

Very truly yours,



DONALD L. JOHNSON
dlj@shuttleworthlaw.com

P.O. Box 2107
Cedar Rapids, IA 52406-2107
(319) 365-9461

DLJ:pds
Enclosures

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OF COUNSEL
THOMAS M. COLLINS
WILLIAM R. SHUTTLEWORTH
JAMES C. NEMMERS

July 2, 2007

Florida Department of State
Division of Corporations
Attn: Tammy Hampton
P.O. Box 6327
Tallahassee, Florida 32314

Dear Ms. Hampton:

Thank you for your letter dated June 2, 2007. We have updated the Articles to include the address of the corporation as Section 1.02. Please let me know if you have any further questions.

Very truly yours,



DONALD JOHNSON
dlj@shuttleworthlaw.com

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 26, 2007

DONALD L JOHNSON
SHUTTLEWORTH & INGERSOLL PLC
P O BOX 2107
CEDAR RAPIDS, IA 52406-2107

SUBJECT: SERGIO PAIZ FOUNDATION, INC.
Ref. Number: W07000030157

RECEIVED
07 JUL -5 AM 11: 53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for SERGIO PAIZ FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

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) 245-6855.

Tammy Hampton
Document Specialist
New Filing Section

Letter Number: 707A00041766

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SERGIO PAIZ FOUNDATION, INC.**

The undersigned, acting as sole Incorporator of a Corporation organized under Chapter 617, Florida Statutes, as may be amended from time to time, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

1.01 Name. The name of the Corporation is "**SERGIO PAIZ FOUNDATION, INC.**"

1.02 Principal Place of Business. The principal place of business and mailing address of the corporation is 9200 S. Dadeland Blvd., Suite 410, Miami, Florida 33156.

ARTICLE II

2.01 Duration. The period of duration of the Corporation is perpetual.

ARTICLE III

3.01 Purpose. The Corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In particular, the objects and purposes of the Corporation are to promote and support the use of technology to advance the education of the citizens of Guatemala, primarily by (a) obtaining gifts of cash and new and used computers and other technology equipment and refurbishing such items and installing up to date software and then donating such items to pre-selected public schools in Guatemala, (b) obtaining free or reduced cost internet connections to pre-selected public schools in Guatemala; (c) providing teacher training to enhance the effectiveness of teachers in pre-selected public schools in Guatemala; and (d) such other activities, programs, and initiatives as are consistent with and supportive of the foregoing.

3.02 Authority. Except as otherwise provided herein, the Corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful purposes for which the Corporation may be organized under the provisions of the Chapter 617, Florida Statutes, as amended.

3.03 Restricted Activities. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private person, except that the Corporation shall be authorized and have power to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article III. No substantial part of the activities of the Corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including publishing or distribution or statements) any political

campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not:

(a) carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law);

(b) carry on any other activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law);

(c) engage in any act of self-dealing, as defined in section 4941(d) of the Internal Revenue Code, which would give rise to any liability for the tax imposed by section 4941(a) of the Internal Revenue Code;

(d) retain any excess business holdings, as defined in section 4943(c) of the Internal Revenue Code, which would give rise to any liability for the tax imposed by section 4943(a) of the Internal Revenue Code;

(e) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944(a) of the Internal Revenue Code; and

(f) make any taxable expenditure, as defined in section 4945(d) of the Internal Revenue Code, which would give rise to any liability for the tax imposed by section 4945(a) of the Internal Revenue Code.

3.04 Required Action. The Corporation shall distribute, for the purposes specified in these Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by section 4942(a) of the Internal Revenue Code.

ARTICLE IV

4.01 Members. The Corporation shall have no members.

ARTICLE V

5.01 Management of the Corporation/Board of Directors. The affairs of and business of the Corporation shall be managed and conducted by the Board of Directors. Each member of the Board of Directors shall be entitled to one (1) vote and must be present in person to exercise said vote. The Bylaws of the Corporation shall contain provisions that:

(i.) determine the number of members of the Board of Directors;

(ii.) set forth the term of office of the Directors; and

(iii.) describe the manner in which vacancies in the membership of the Board of Directors may be filled.

The Board of Directors shall at its annual meeting elect from its members a Chairperson of the Board, who shall have such responsibilities as set forth in the Bylaws. The Board may delegate, by resolution or by provisions of the Bylaws, the management and conduct of the affairs of the Corporation, or any portion thereof, to one or more committees. The Board may create one of more committees from time to time as set forth in the Bylaws or a resolution of the Board. The annual meeting of the Board of Directors shall be held at such time and place and with such notification thereof as may be specified in the Bylaws of the Corporation. The Bylaws or any resolution of the Board may contain such other provisions concerning regular or special meetings of the Board, compensation of Board members and any other aspect of the manner in which the Board conducts itself.

5.02 Officers. The Corporation shall have such Officers as are set forth in the Bylaws or as otherwise designated by resolution of the Board. Officers need not be members. The specific duties of these offices shall be as set forth in the Bylaws or a resolution of the Board.

5.03 Committees of the Board. The Board may delegate, by resolution or by provisions of the Bylaws, the management and conduct of the affairs of the Corporation, or any portion thereof, to one or more committees. The Board may create one of more committees from time to time as set forth in the Bylaws or a resolution of the Board.

5.04 Meetings of the Board. The annual meeting of the Board of Directors shall be held at such time and place and with such notification thereof as may be specified in the Bylaws of the Corporation. The Bylaws or any resolution of the Board may contain such other provisions concerning regular or special meetings of the Board, compensation of Board members and any other aspect of the manner in which the Board conducts itself.

5.05 Number of Directors. The number of directors of the Corporation shall consist of no fewer than one (1) person and no greater than fifteen (15) persons. The board of directors shall have the authority to designate the total number of directors from time to time by resolution.

ARTICLE VI

6.01 Registered Office and Agent. The address of the initial Registered Office of the Corporation is 9200 S. Dadeland Blvd., Suite 410, Miami, Florida 33156, and the name of its initial Registered Agent at such address is Fernando Paiz.

ARTICLE VII

7.01 Nonliability. No director, officer, employee or member of the Corporation shall, as such, be liable on its debts or obligations and no director, officer, member or other volunteer shall be personally liable as such, for any claim based upon an act or omission of such person performed in the discharge of such persons' duties except to the extent that applicable law does not allow the liability of such persons acting in such capacity to be limited or eliminated. It is intended that each director, officer, employee or member of the Corporation shall be protected to the fullest extent allowed by applicable law. No amendment or repeal of this Article VII shall apply to or have any effect on the liability or alleged liability of any director, officer, employee or member of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

ARTICLE VIII

8.01 **Indemnification.** This Corporation shall indemnify any person who is or was a director, officer, employee, member or volunteer of this Corporation, or any such person who, while a director, officer, employee, member or volunteer of this Corporation, is serving or has served, at the request of this Corporation, as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan to the fullest extent possible, against expenses, including attorney fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his conduct as a director, officer, employee, member, or volunteer of this Corporation, or as a director, officer, partner, trustee, employee, or agent of such other corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan. Notwithstanding the preceding sentence, the Corporation shall not indemnify any person otherwise within the scope of this indemnification provision to the extent it is determined that the Corporation is not permitted by applicable law to indemnify such person for the conduct or actions on which the claim or liability is based. The foregoing right of indemnification shall also inure to the benefit of any such indemnified person's heirs, executors, personal representatives, and administrators.

ARTICLE IX

9.01 **Seal.** The Corporation shall have no corporate seal.

ARTICLE X

10.01 **Bylaws.** The Board of Directors of the Corporation may adopt Bylaws not inconsistent with these Articles.

ARTICLE XI

11.01 **Dissolution.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer any remaining assets of the Corporation to Massachusetts Institute of Technology or its successor. In the event said Massachusetts Institute of Technology no longer exists and is not succeeded by any similar organization, the Board of Directors shall dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, or the appropriate governmental subdivision of the State of Florida pursuant to any contract entered into by and between the Corporation and the governmental subdivision of the State of Florida as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine or as set forth in the Bylaws. Any such assets not so disposed of shall be disposed of by the Florida state court of general jurisdiction in Dade County, Florida, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XII

12.01 Amendments. Any provisions of these Articles may be amended, altered, or repealed at any regular or special meeting of the Board of Directors upon the affirmative vote of a majority of said directors, or as may be otherwise provided by law, provided, however, that no amendment to Articles VII and/or Article VIII shall be adopted except by the unanimous vote or written consent of all the members of the Board of Directors of the Corporation, and further provided that no such amendment shall (i) jeopardize the exempt status of this Corporation as a "public charitable corporation" as defined under the Internal Revenue Code then in effect, or (ii) be inconsistent with the general objects and purposes herein expressed, or (iii) permit the net income or assets of the Corporation or any part thereof to inure to the benefit of any individual having a personal or private interest in the activities of the Corporation.

ARTICLE XIII

13.01 Incorporator. The name and address of the incorporator are:

Salvador Paiz
9200 S. Dadeland Blvd., Suite 410
Miami, Florida 33156

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

Fernando Paiz, Registered Agent

June 8, 2007
Date

SERGIO PAIZ FOUNDATION, INC.

By: Salvador Paiz
Sergio Paiz, Incorporator

June 8, 2007
Date