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Isela Monteagudo, C.P.A., P.A.

Airport Corporate Center
7205 N.W. 19 Street, Suite 301
Miami, FL 33126
(address)

(City/State/Zip/Phone #)

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(Business Entity Name)

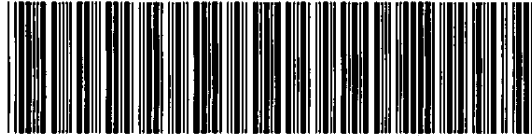
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ABELAS' FOUNDATION, INC.
(A non-profit corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: **ABELAS' FOUNDATION, INC.**

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - ADDRESS

The street address of the initial registered office of the corporation shall be 9737 NW 41st, #395, Doral, Florida 33178, and the name of the initial registered agent of the corporation at that address is Lourdes Seda.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS AND DIRECTORS

This corporation shall have four officers and eight directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are appointed are:

Lourdes Seda	9737 NW 41 st , #395
President/Director	Doral, FL 33178
Julio Seda	9737 NW 41 st , #395
Vice-President/Director	Doral, FL 33178

Isela Monteagudo
Treasurer/Director

7205 NW 19th Street, Suite 301
Miami, FL 33126

Vannessa Moreno
Secretary/Director

9737 NW 41st, #395
Doral, FL 33178

Giovanna Ramirez
Director

9737 NW 41st, #395
Doral, FL 33178

Rosario Yannuzzi
Director

9737 NW 41st, #395
Doral, FL 33178

Edwin Gonzalez
Director

9737 NW 41st, #395
Doral, FL 33178

Keila Alfonzo
Director

9737 NW 41st, #395
Doral, FL 33178

Mariana Meyer
Director

9737 NW 41st, #395
Doral, FL 33178

Alicia Padial
Director

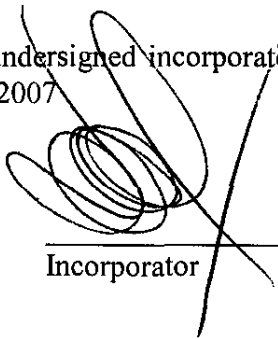
9737 NW 41st, #395
Doral, FL 33178

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Lourdes Seda
9737 NW 41st, #395
Doral, Florida 33178

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25th day of September 2007



Incorporator

ABELAS' FOUNDATION, INC.
ATTACHMENTS TO ARTICLES OF INCORPORATION

Attachment I

This corporation is organized and will be operated exclusively and specifically for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In particular, the purposes of the corporation are (i) to sponsor scholarships for deserving students to enable them to pursue studies; (ii) to sponsor awards of school equipment (iii) to solicit, obtain, accept, and receive gifts, donations legacies and contributions of both real property and personal property, for its charitable and educational operations and for the endowment of the corporation; (iv) to execute any and all contracts for the essential needs of the corporation and for the purpose of carrying out its objects and purposes; and (v) to exercise any additional rights and powers conferred on non-profit corporations under the laws of Florida which are not inconsistent herewith.

Attachment IIa - IIc

IIa

No part of the net earnings of the corporation shall inure to the benefit of any director, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation on or more of its charitable or educational purposes), and no director, trustee, officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution. No substantial part of the activities of the corporation shall include the carrying on of propaganda, or attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

IIb

Notwithstanding any other provisions of these attachments, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of subsequently enacted Federal tax laws.

IIc

Upon the dissolution of the corporation and the winding up of its affairs, the assets of the corporation (after provision is made for payment of any outstanding liabilities of the corporation) shall be distributed exclusively to one or more charitable or educational organizations selected by the Board of Trustees which (i) are permitted distributees for an organization qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of subsequently enacted Federal tax laws, and (ii) have a purpose substantially similar to the purpose of this corporation as stated previously in IIb.

CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCEEDS MAY BE SERVED

WITNESSETH:

That ABELAS' FOUNDATION, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Miami-Dade, State of Florida, has appointed Lourdes Seda of 9737 N.W. 41st, #395, Doral, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named by the first Board of Directors of ABELAS' FOUNDATION, INC., to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this twenty second day of September 2007



Registered Agent

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TALLAHASSEE, FLORIDA