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FLORIDA PROFIT/NON PROFIT CORPORATION

Marco A. Sainz Jr. Memorial Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
MARCO A. SAINZ JR. MEMORIAL FOUNDATION, INC.**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be: MARCO A. SAINZ JR. MEMORIAL FOUNDATION, INC.

ARTICLE II - PURPOSES

The purposes for which the Corporation is organized are:

In particular, the purpose of this Corporation is to open the doors of educational opportunity to needy and disadvantaged children who have demonstrated outstanding character.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable and educational. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

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The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501 (c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

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ARTICLE IV - MEMBERS

This Corporation shall have no Members.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be no less than three (3) but shall never be more than seven (7), and the names and addresses of the persons who are to serve as Directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Marco A. Sainz	1320 Alhambra Circle Carol Gables, Florida 33134
Luis A. Mechoso	111 Crandon Boulevard, Unit B-1006 Key Biscayne, Florida 33149
Dr. Alfredo Andres Rabassa, M.D.	7500 SW 8 th Avenue, Suite 200 Miami, Florida 33173

The number of Directors shall be fixed in the Bylaws of this Corporation. Directors shall be elected and serve such terms as provided in the Bylaws of this Corporation.

ARTICLE VII - BYLAWS

The Bylaws of the Corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Directors at the annual meeting of the Directors or at a duly called meeting of the Directors in accordance with the Bylaws.

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ARTICLE VIII - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be:

Fowler White Boggs Banker P.A.
501 E. Kennedy Boulevard, Suite 1700
Tampa, Florida 33602

The name of the initial registered agent of this Corporation shall be:

Mitchell I. Horowitz

ARTICLE XI - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS

The mailing address of this Corporation shall be:

Marco A. Sainz Jr. Memorial Foundation, Inc.
2722 SW 37th Avenue
Miami, Florida 33133

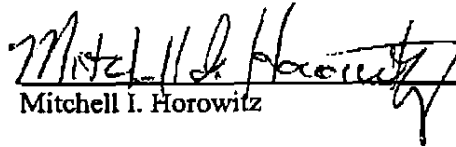
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ARTICLE XII - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

Mitchell I. Horowitz
501 E. Kennedy Boulevard, Suite 1700
Tampa, FL 33602

IN WITNESS WHEREOF, I have set my hand and seal this 22nd day of September, 2008.


Mitchell I. Horowitz

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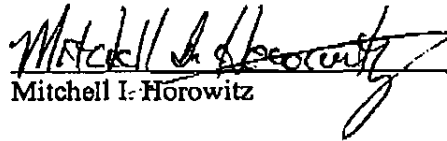
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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of, MARCO A. SAINZ JR. MEMORIAL FOUNDATION, INC. I hereby accept and agree to act in this capacity.

Dated: September 22, 2008.


Mitchell I. Horowitz

Articles Of Incorporation-Marco A Sainz Jr Memorial Foundation [Compatibility Mode]