

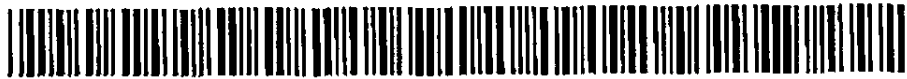
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UNIVERSIDAD AUTONOMA DEL CARIBE, INC.

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ARTICLES OF INCORPORATION

OF

**UNIVERSIDAD AUTONOMA DEL CARIBE, INC.
(A Florida not-for-profit corporation)**

ARTICLE I

NAME OF CORPORATION

The name of this corporation is **UNIVERSIDAD AUTONOMA DEL CARIBE, INC.** (hereinafter referred to as "University").

ARTICLE II

MAILING ADDRESSES OF UNIVERSITY AND INCORPORATOR

The University's principal office and mailing address are as follows: 10530 N.W. 26th Street, Suite F-107, Doral, FL 33172.

The sole incorporator of the University is Paul Eduardo Garcia Visbal, whose business address is 10530 N.W. 26th Street, Suite F-107, Doral, FL 33172.

ARTICLE III

REGISTERED AGENT

The registered agent of the University is Cabanas & Associates, P.A., and the registered agent's business address is 10520 N.W. 26th Street, Suite C-201, Miami, FL 33172.

ARTICLE IV

DURATION

The period of duration of the University is perpetual unless it is dissolved pursuant to Florida law.

ARTICLE V

PURPOSES

The University is organized exclusively for charitable, scientific, and educational purposes, including but not limited to such purposes as the making of distributions to organizations that qualify as exempt organizations, fund-raising, grant-writing, and activities to assist the public and the University, under 26 U.S.C. §501(c)(3) of the Internal Revenue Code of

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1986, as amended. The University is an independent institution of higher education which exists primarily for the purpose of teaching, learning, research, and cultivating an appreciation of the humanities, science, and technology, while preparing students for the challenges they will face in the 21st Century.

ARTICLE VI

POWERS

The University shall have the power to acquire, own, maintain, and use its assets for the purposes for which it is organized; to raise funds by any legal means for the promotion of its purposes; to acquire, hold, own, use, and dispose of real and personal property in connection with the purposes of the University; and to exercise all powers necessary to the furtherance of the purposes for which the University is organized; and to exercise all powers granted to a not-for-profit University pursuant to applicable Florida law.

ARTICLE VII

MANAGEMENT

Management of the University shall be vested in a Board of Trustees, which shall consist of no less than two (2) members. When there are two (2) members of the Board of Trustees, the unanimous approval of both of the members shall be required for the University to act. When there are more than two (2) members, approval by a majority of the members shall be required for the University to act, unless as otherwise provided by the Bylaws. Initially, the Board of Trustees shall have two (2) members named in Article XIV below.

The Board of Trustees shall have the right, power, and authority to constitute a Board of Directors, committees and subcommittees, together with the nomination and appointment of directors to serve on said Board of Directors, committees, and subcommittees.

ARTICLE VIII

DISSOLUTION

Upon dissolution of the University, the assets of the University shall be distributed at the sole discretion of the Board of Trustees for one or more exempt purposes within the meaning of 26 U.S.C. §501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE IX

PROHIBITED ACTIVITIES

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No part of the net earnings of the University shall inure to the benefit of, or be distributable to its Trustees, officers, directors, or other private persons, except that the University 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 V hereof.

No substantial part of the activities of the University shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the University shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of 26 U.S.C. §501(h).

Notwithstanding any other provision of these Articles, the University shall not conduct or carry on any other activities to be carried on by a University exempt from federal income tax under 26 U.S.C. §501(c)(3)

ARTICLE X

NONDISCRIMINATION POLICY

The University will admit students without regard to race, color, national and/or ethnic origin. All students shall have the same rights and privileges generally made available to students at the University. The University will not discriminate on the basis of race in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other University-administered programs. The University is aware of the requirements of Rev. Proc. 75-50 and Rev. Rul. 71-447 and will comply with their requirements.

ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION

Except as otherwise provided in these Articles, these Articles of Incorporation may be amended, altered and/or restated only by the affirmative vote of both of the members of the Board of Trustees, when the Board of Trustees consists of only two (2) members, or by the affirmative vote of a majority of the members of the Board of Trustees, when the Board of Trustees consists over more than two (2) members.

ARTICLE XII

AMENDMENT OF BYLAWS

Except as otherwise provided in these Articles and the Bylaws, the University's Bylaws may be amended, altered, restated, or repeated and new Bylaws may be adopted only by the affirmative vote of both of the members of the Board of Trustees, when the Board of Trustees consists of only two (2) members, or by the affirmative vote of a majority of the members of the Board of Trustees, when the Board of Trustees consists over more than two (2) members. The

Bylaws may contain any provisions for the regulation and management of the affairs of the University not inconsistent with Florida law or the Article of Incorporation.

ARTICLE XIII

INITIAL OFFICERS OF THE UNIVERSITY

Silvia Beatriz Gette Ponce shall be the University's first President. Paul Eduardo Garcia Visbal shall be the University's first Vice President.

ARTICLE XIV

INITIAL TRUSTEES/DIRECTORS OF THE UNIVERSITY

The initial trustees and directors of the University shall be: Silvia Beatriz Gette Ponce and Paul Eduardo Garcia Visbal.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this the 18 day of DECEMBER, 2008



Paul Eduardo Garcia Visbal
Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

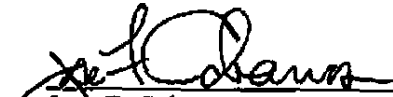
PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 AND 607.0501, FLORIDA STATUTES, THE UNDERSIGNED UNIVERSITY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the University is UNIVERSIDAD AUTONOMA DEL CARIBE, INC.

The name of the initial registered agent of the University is CABANAS & ASSOCIATES, P.A., located at 10520 N.W. 26th Street, Suite C-201, Miami, FL 33172.

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated University at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Jose F. Cabanas
President
CABANAS & ASSOCIATES, P.A.
Registered Agent

Date: 12-18-08

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