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**FLORIDA PROFIT/NON PROFIT CORPORATION
WALK FOR MARIA INCORPORATED**

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RICARDO MARTINEZ-CID

Professional Association
Attorney at Law

1699 Coral Way, Suite 510, Miami, Florida 33145-2860
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SENT BY: Ricardo Martinez-Cid, Esq.

DATE: October 20, 2010

Dear Sir/Madame:

Been using the same font (courier new 12 and the same fax machine for decades. Will the following do it? I thank you in advance and apologize for any inconvenience.

Sincerely,

Martinez-Cid

Ricardo Martinez-Cid

RMC/ng

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Ricardo Martinez-Cid, P.A.

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October 20, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

RICHARDO MARTINEZ-CID P.A.

SUBJECT: WALK FOR MARIA INCORPORATED
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ARTICLES OF INCORPORATION
WALK FOR MARIA INCORPORATED
A FLORIDA CORPORATION NOT FOR PROFIT

ARTICLE I
NAME

The name of this Corporation shall be the WALK FOR MARIA INCORPORATED, hereinafter designated the "Corporation."

ARTICLE II
PURPOSES

The general nature, objects and purposes of the Corporation shall be to:

- A. to fund the Maria Penate Pediatric Neurosurgical Fund in its mission statement: to provide psychological, physical and medical assistance to children undergoing neurosurgical procedures.
- B. Within the scope of the foregoing, the Corporation is specifically organized for the following purposes:
 1. To organize, support and promote cooperative relations, meetings, forums and the exchange ideas with other corporations, groups, and individuals sharing the same goals and ideals.
 2. To submit and request proposals to institutions of public and private education to help with the promotion of its goals and ideals.
 3. To distribute information such as magazines, newspapers, informative newsletters and radio and video programs related to the goals of the Corporation.
 4. To organize support, and promote seminars, and educational conferences consistent with the goals of the Corporation.

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5. To organize, support and promote cooperative efforts between the Corporation and other domestic and international educational and other institutions sharing similar goals.
6. To acquire and establish a social venue for the Corporation to promote its goals
7. To organize travel, cultural exchanges, and people to people contacts.
8. To establish a social venue for the Corporation to promote its goals.
9. To otherwise organize support and promote by all lawful means for a Florida corporation not for profit entitled to non-profit status under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of subsequent federal tax laws.
10. To promote and organize fund-raising efforts to support the foregoing projects, including, without limitation, a yearly walk, supported by pledges from participants to raise funds.

ARTICLE III GENERAL POWERS

General powers of the Corporation shall be all powers incident to promoting its objectives.

ARTICLE IV MEMBERS & DIRECTORS

The members shall consist of the first Board of Directors and any other members elected by a majority of the Board, and its successor and assigns. The initial Board of Directors and members of the Corporation are three (3), to wit: Mario Peñate, of 1921 SW 63 Court, West Miami, Florida 33155, who will act, Anabel Álvarez-Jiménez, of 4419 East 8 Lane Hialeah Florida 33013, and Ángel Álvarez, of 4415 East 8 Lane Hialeah Florida 33013. Future directors shall be elected in the manner established in the By-Laws.

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ARTICLE V

PRINCIPAL ADDRESS, OFFICERS AND RESIDENT AGENT

The principal address of the Corporation will be 1921 SW 63 Court, West Miami, Florida 33155. The officers of the Corporation, with addresses which appear in Article IV above, shall be:

Chairman of the Board and President:

Mario Peñate

of 1921 SW 63 Court, West Miami, Florida 33155.

Vice Chairman of the Board

Vice President and Secretary:

Anabel Álvarez-Jiménez

of 4419 East 8 Lane Hialeah Florida 33013.

Vice President and Treasurer:

Ángel Álvarez

of 4415 East 8 Lane Hialeah Florida 33013.

Resident Agent:

Mario Peñate

of 1921 SW 63 Court, West Miami, Florida 33155.

ARTICLE VI

CORPORATE BEGINNING AND EXISTENCE

The Corporation shall begin its corporate existence upon the filing of this articles with the Secretary of State, and shall have perpetual existence.

ARTICLE VII

BY-LAWS

The Board shall adopt By-Laws consistent with these articles.

ARTICLE VIII

AMENDMENT TO ARTICLES

May the Articles may be altered, amended, or repealed by resolution of the Board.

ARTICLE IX

SUBSCRIBERS

The names of the subscribers are Mario Peñate, of 1921 SW 63 Court, West Miami, Florida 33155, Anabel Álvarez-Jiménez, of 4419 East 8 Lane Hialeah Florida 33013, and Ángel Álvarez, all of 4415 East 8 Lane Hialeah Florida 33013.

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ARTICLE X

INITIAL CORPORATE AND REGISTERED OFFICE OF THE CORPORATION

The Corporation shall have its initial registered office at 1921 SW 63 Court, West Miami, Florida 33155.

A. The Corporation hereby agrees to indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgement in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he/she fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable interest of the Corporation, such action was in the best interest of the reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Corporation or that he/she had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Corporation to procure a judgement in this favor by reason of his being or having been a director or officer of the Corporation, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust

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or other enterprise which he/she served at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Corporation. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court, administrative proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonable entitled to indemnification for such expenses which such tribunal shall deem proper.

- B. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XI

TRANSACTION IN WHICH DIRECTORS OFFICERS AND MEMBERS ARE INTERESTED

- A. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, officers are directors or officers, have a financial interest, shall be invalid, void or voidable solely for this reason, or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of the Corporation shall incur liability by reason of the fact that he/she is or may be interested in any such contract or transaction.

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- B. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorized the contract or transaction.
- C. No part of the net earnings of the corporation shall inure to the benefit of any Member, Director or Officer of the corporation or any private individual. Provided, however, that (i) reasonable compensation may be paid for services rendered by any Member, Director or Officer to or for the Corporation, and (ii) this provision shall not prohibit the reimbursement of funds advanced to, for or on behalf of the Corporation by any Member, Director or Officer when said funds are advanced with the consent and knowledge of the Corporation, evidenced by the written approval of the majority of the Board, including, without limitation, transportation and other travel expenses.

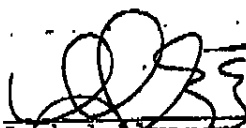
ARTICLE XII
DISSOLUTION OF THE CORPORATION

- A. Upon dissolution of the Corporation, all of its assets, remaining after provision for creditors and payment of all costs and expenses of such dissolution, shall be distributed to other non-profit corporation(s) devoted to similar goals.
- B. The Corporation may be dissolved upon a resolution to that effect being recommended by three-fourth (3/4) of the members of the Board, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.05 or statute of similar import, and approved by two-thirds (2/3) of the voting rights of the Corporation's members.

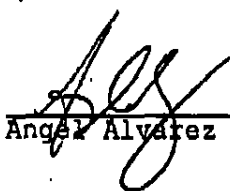
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IN WITNESS WHEREOF, the said subscribers have hereto set their hands and seals this October 17, 2010.


Anabel Alvarez-Jimenez


Mario Peñate,

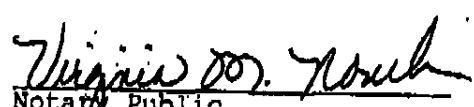

Angel Alvarez

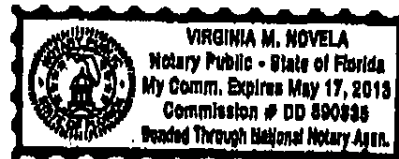
STATE OF FLORIDA)

SS:

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this October 17, 2010, by Mario Peñate, Anabel Alvarez-Jimenez and Angel Alvarez, who are either personally known to me, or provided their respective Florida Driver's Licenses as identification, and did take an oath.


Notary Public



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

W I T N E S S E T H:

That WALK FOR MARIA INCORPORATED, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named Mario Peñate of 1921 SW 63 Court, West Miami, Florida 33155, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of
WALK FOR MARIA INCORPORATED
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 provisions of the Florida Statutes this October 17, 2010.


Mario Peñate
Registered Agent

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