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**FLORIDA PROFIT/NON PROFIT CORPORATION
PADRON FAMILY FOUNDATION, INC.**

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DIVISION OF CORPORATE AFFAIRS

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**ARTICLES OF INCORPORATION
OF
PADRÓN FAMILY FOUNDATION, INC.
(A Corporation Not for Profit)**

THE UNDERSIGNED, acting as incorporator of a corporation, being a natural person of the age of 21 years or more and a citizen of the United States, pursuant to Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

PADRÓN FAMILY FOUNDATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be:

**1575 SW First Street
Miami, FL 33135**

ARTICLE III - PURPOSE

1. The corporation is organized on a non-stock basis exclusively for charitable, scientific, literary, religious, and educational purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and hereafter amended (the "Code"), and the corporation shall have such powers as are necessary or proper to accomplish such purposes.

2. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or (c) by a not for profit corporation organized under the laws of the State of Florida pursuant to Chapter 617, Florida Statutes.

3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the corporation's members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and contributions in furtherance of the purposes set forth in this article.

4. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on

behalf of any candidate for public office.

5. The corporation, during any period when it is a "private foundation" under Code Section 509(a), shall not (1) engage in any act of self-dealing as defined in Code Section 4941(d) which would give rise to any liability for the tax imposed by Code Section 4941(a), (2) retain any excess business holdings as defined in Code Section 4943(c) which would give rise to any liability for the tax imposed by Code Section 4943(a), (3) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944 so as to give rise to any liability for the tax imposed by Code Section 4944, (4) make any taxable expenditures as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945(a), or (5) fail to distribute, for the purposes specified in these articles, for each taxable year amounts at least sufficient to avoid liability for the tax imposed by Code Section 4942(a).

ARTICLE IV - MEMBERS

The provision for qualification of members, classes of members, and the manner of their admission shall be provided in the bylaws.

ARTICLE V - BOARD OF DIRECTORS

1. The corporation shall be managed by the Board of Directors. This corporation shall have (3) directors who will be designated as a board of directors. The number of directors may be varied from time to time, by the bylaws.

2. The directors do not have to be members of the corporation

3. The directors shall be elected and hold office in accordance with the bylaws.

4. The name and address of the persons who are to serve as the initial directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Jose O. Padrón	1575 SW First Street Miami, FL 33135
Jorge L. Padrón	1575 SW First Street Miami, FL 33135
Elizabeth Padrón	1575 SW First Street Miami, FL 33135
Orlando Padrón	1575 SW First Street Miami, FL 33135

ARTICLE VI - REGISTERED AGENT

The name and street address of the initial registered agent shall be:

Name**Address**

Paul M. Cummings

1428 Brickell Avenue, Suite 400
Miami, FL 33131

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation shall be:

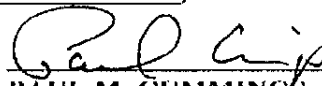
Paul M. Cummings

1428 Brickell Avenue, Suite 400
Miami, FL 33131

ARTICLE VIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

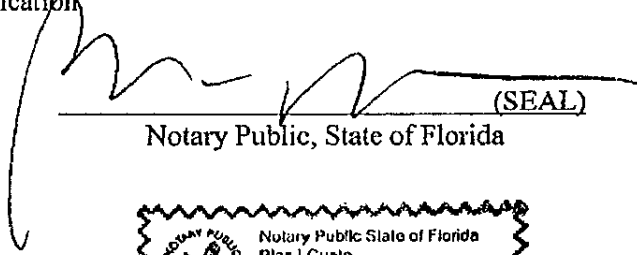
In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt organizations described in Code Sections 501(c)(3) and 170(c)(2) or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusively public purposes.

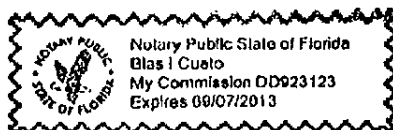
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of December, 2011.


PAUL M. CUMMINGS,
Incorporator

STATE OF FLORIDA)
): SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 26th day of December, 2011, by PAUL M. CUMMINGS, who is personally known to me, or has produced (type of i.d.) _____ as identification


(SEAL)
Notary Public, State of Florida



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **PADRÓN FAMILY FOUNDATION, INC.**
2. The name and address of the registered agent and office is:

PAUL M. CUMMINGS
P.O. BOX NOT ACCEPTABLE

1428 Brickell Avenue, Suite 400, Miami, Florida 33131

(CITY/STATE/ZIP)

SIGNATURE

Paul Cummings
(Incorporator)

TITLE Incorporator

DATE

December 26, 2011

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Paul Cummings

DATE

December 26, 2011

REGISTERED AGENT FILING FEE: \$35.00