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NASON, GILDAN, YEAGER, GERSON & WHITE

ATTORNEYS AT LAW
UNITED NATIONAL BANK TOWER
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SUITE 1200
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THOMAS J. YEAGER

January 20, 1995

Office of the Secretary of State
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32301

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***122.50 ***122.50

Re: The Llinas Foundaccion, Inc.
Our File: 284/816

To Whom It May Concern:

In connection with the proposed organization of The Llinas Foundaccion, Inc., enclosed please find one (1) duly executed original and one (1) copy of Articles of Incorporation in the name of the corporation. Also enclosed is a check made payable to the Department of State in the amount of One Hundred twenty-two and 50/100 Dollars (\$122.50) representing the appropriate filing fee, the Registered Agent fee and the fee to obtain a certified copy of the filed document.

Please endorse your approval of these Articles and return the certified copy directly to the undersigned as soon as possible.

Thank you.

Very truly yours,

NASON, GILDAN, YEAGER, GERSON
& WHITE, P.A.

Ronald A. Burgess

Ronald A. Burgess
Corporate Paralegal

Enclosures
1 - WORDPREPARED WANG000

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SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
THE LLINAS FOUNDACCION, INC.
A CORPORATION NOT-FOR-PROFIT

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation pursuant to Section 617 of the Florida Corporation Act.

ARTICLE I

NAME

The name of this Corporation shall be:
THE LLINAS FOUNDACCION, INC.

ARTICLE II

ADDRESS

The principal office and the mailing address of the corporation is:

777 South Flagler Drive
Suite 600
West Palm Beach, FL 33401

ARTICLE III

PURPOSES

The purposes for which the corporation is organized are exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and any corresponding provision of any future United States Internal Revenue law.

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SECRETARY OF STATE
CORPORATION DIVISION
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ARTICLE IV

LIMITATION ON POWERS

The corporation shall have the powers vested in it pursuant to Chapter 617, Florida statutes; provided, however, notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and any corresponding provision of any future United States Internal Revenue law.

ARTICLE V

ELECTION OF DIRECTORS

The directors of the corporation shall be elected in the manner set forth in the By-laws of the corporation.

ARTICLE VI

MEMBERSHIP

The qualifications for members and the manner of their admission shall be regulated by the By-laws of the corporation.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

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

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, FL 33401

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

Gary N. Gerson

ARTICLE VIII

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have three (3) directors initially. The number of directors may be increased by the members from time to time as provided in the By-laws (but at no time shall there be less than three (3) directors of the Corporation).

ARTICLE IX

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors shall have been duly elected or appointed and shall have qualified are as follows:

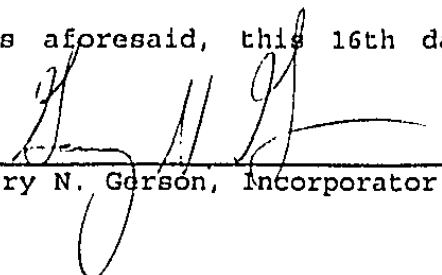
<u>Name</u>	<u>Street Address</u>
Oscar Llinas	777 S. Flagler Dr., Ste. 600 West Palm Beach, FL 33401
Robert Bilkey	777 S. Flagler Dr., Ste. 600 West Palm Beach, FL 33401
Mauricio Salcedo	777 S. Flagler Dr., Ste. 600 West Palm Beach, FL 33401

ARTICLE X
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Gary N. Gerson	1645 Palm Beach Lakes Boulevard Suite 1200 West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 16th day of January, 1995.

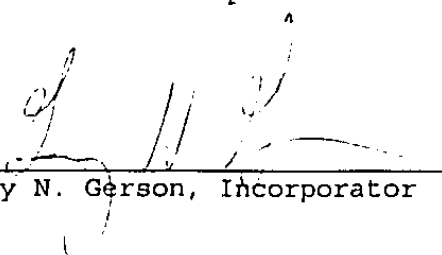


Gary N. Gerson, Incorporator

DESIGNATION AND ACCEPTANCE
OF

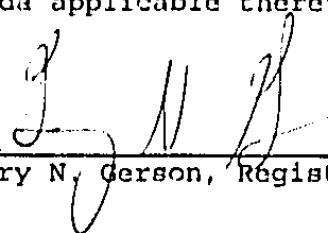
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, The Llinas Foundaccion, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401, has named Gary N. Gerson located thereat as its registered agent to accept service of process within this State.

By: 

Gary N. Gerson, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
Gary N. Gerson, Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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NASON, GILDAN, YEAGER, GERSON & WHITE, P.A.

ATTORNEYS AT LAW
UNITED NATIONAL BANK TOWER
1045 PALM BEACH LAKES BOULEVARD
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JOHN M. MCDIVITT
NATHAN E. NASON
MARK A. PACHMAN
M. RICHARD BAPIN
GREGORY L. SCOTT
JOHN WHITE II
THOMAS J. YEAGER

March 10, 1995

Office of the Secretary of State
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32301

Re: The Llinas Foundaccion, Inc.
Our File: 4498/9540

To Whom It May Concern:

In connection with the proposed change of name of The Llinas Foundaccion, Inc. to "Fundacion Llinas Inc.", enclosed please find one duly executed original and one copy of Articles of Amendment in the name of the corporation. Also enclosed is a check made payable to the Department of State in the amount of Eighty-seven and 50/100 Dollars (\$87.50) representing the appropriate filing fee and the fee to obtain a certified copy of the filed document.

Please endorse your approval of these Articles and return the certified copy directly to the undersigned as soon as possible.

Thank you.

Very truly yours,

NASON, GILDAN, YEAGER, GERSON
& WHITE, P.A.

Ronald A. Burgess

Ronald A. Burgess
Corporate Paralegal

Enclosures

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ARTICLES OF AMENDMENT

1. In accordance with Section 607.1001 of the Florida Business Corporation Act, the following provision of the Articles of Incorporation of The Llinas Fundacion, Inc., a Florida not-for-profit corporation (hereinafter referred to as the "Corporation"), filed with the Office of the Secretary of State in Tallahassee, Florida on January 2⁷, 1995 be, and it hereby is, amended as follows:

Article I - NAME be, and it hereby is, amended to read as follows:

"ARTICLE I - NAME


The name of the Corporation shall be:

FUNDACION LLINAS INC."
(LLINAS FOUNDATION INC.)

2. There are no members.

3. The foregoing amendment was unanimously adopted by the Directors of the Corporation on the 27th day of February, 1995 and the number of votes cast were sufficient to approve and adopt the foregoing amendment.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 27th day of February, 1995.


Oscar Llinas, President