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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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FROM: EMPIRE CORPORATE KIT COMPANY
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(((H95000003817)))
NAME: PERUVIAN TRADITIONS FESTIVAL, INC.
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4/4/95

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PREPARED BY: CARLOS MACEDO
ACCOUNTANT

C & S INTERNATIONAL
8870-3 S.W. 40th STREET
MIAMI, FL. 33165
305-653-2227

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
A CORPORATION FOR NON PROFIT
PERUVIAN TRADITIONS FESTIVAL, INC.**

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, we the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set for:

ARTICLE I : NAME

The name of this corporation is: PERUVIAN TRADITIONS FESTIVAL, INC.

ARTICLE II : LOCATION

The street address, city, county and state in which the principal offices are to be located at 4805 N.W. 79th AVE., Miami, Florida 33166. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE III : DURATION

This corporation shall have perpetual existence commencing on the date of the filing of this Articles with the Department of State.

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ARTICLE IV : PURPOSES

The purpose for this corporation for which this corporation is organized is all non profit purposes permitted under 26 U.C.S., Section 501 (c) (3).

These corporation shall issued no stock.

No part of the net earnings of this corporation shall inure to the benefit or be distributable to its members, directors, officers, or other private person except that this corporation 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 this article.

No substantial part of the activities of this corporation shall be the carrying of the propaganda, or otherwise attempting to influence legislation.

This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

No notwithstanding any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Service Code of 1954 or the corresponding provision of any future United States Internal Revenue Service Law.

ARTICLE V : POWERS

The corporation shall have the following powers:

- 1.- The corporation shall have all the powers and privileges granted to corporations not profit under the law pursuant to which this corporation is chartered.
- 2.- The corporation shall have all the powers reasonably necessary to implement and effectuate the purposes of this corporation, including but not limited to the following:

THE PURPOSE OF THIS CORPORATION SHALL BE TO HAVE CULTURAL AND SOCIAL EVENTS, SO MEMBERS OF THE PERUVIAN COMMUNITY CAN MEET IN ORDER TO KEEP TRADITIONS, CUSTOMS AND INTERCHANGE IDEAS.

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ARTICLE VI : MEMBERS

The qualification for and manner of admission of members shall be regulated by the bylaws.

ARTICLE VIII : BOARD OF DIRECTORS & INCORPORATORS

This corporation shall have three (3) Directors initially. The manner of election of Directors shall be stated in the bylaws. The General Assembly will elect Directors from time to time in accordance with By-Laws adopted by the General Assembly. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Jose H. Barbaran President / Treasurer	20 Antilla # 5 Coral Gables, Fl. 33134
Teresa Gonzalez V.P. Executive / Secy.	20 Antilla # 5 Coral Gables, Fl. 33134
Ann N. Hurtado Director	7405 SW 152nd Ave. # 207 Miami, Fl. 33193
Rodrigo Gabriel Montano Director	430 81st Street # 3-D Miami Beach, Fl. 33141

ARTICLE VIII : STOCK

This corporation is organized under a non-stock basis.

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ARTICLE IX : AMENDMENT

This Article of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the members and approved at a General Assembly Meeting by a majority of the members entitled to vote thereon. All the Directors and all the members must sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.


ARTICLE X : DISSOLUTION

On the dissolution of this corporation, the Board of Directors with at least two thirds (2/3) of the Active Members of the corporation entitled to vote thereon, shall dispose of all of the assets of this corporation in the manner of to the organizations that operated that operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Service Code of 1954 or the corresponding provision of any future United States Internal Revenue Service Law, after paying or making provisions for the payment of all liabilities of the corporation. Any assets not so disposed of, shall be disposed of by court of competence jurisdiction in the county where the principal office of this corporation is then located.

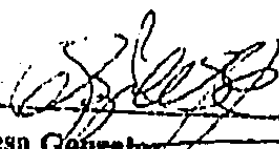
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IN WITNESS WHEREOF, the undersigned being the original subscribers for the purpose of forming a non profit corporation in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and hereunto set our hands and seals this 27th day of December 1994.




 Jose H. Barbaran
 President
 Treasurer



 Teresa Gonzalez
 Vice-President
 Secretary



 Ana N. Hurtado
 Director



 Ramiro Gabriel Montano
 Director

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

In pursuance of the provisions of sections 607, 0501 or 6170501 of the Florida State Statutes:

1.- The undersigned non profit corporation, Peruvian Traditions Festival, Inc., organized under the laws of the State of Florida, with its principal office located at, 4805 N.W. 79th Ave., City of Miami, County of Dade, State of Florida as indicated in the Articles of Incorporation.

2.- Has named Carlos Macedo, located at 8870-3 S.W. 40th Street, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept the appointment to act in this 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.



Carlos Macedo

Date : December 27th, 1994

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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