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July 18, 1995

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

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-07/20/95--01029--018

*****70.00 *****70.00

RE: AYUDA, UNION HISPANA, INC. (HELP, HISPANIC UNION, INC.)

Dear Madam or Sir:

Enclosed please find original and two copies of Articles of Incorporation for the above captioned Corporation, so that you kindly file same and return one copy to the undersigned in the enclosed self-stamped addressed envelope.

Also enclosed you will find check in the amount of \$70.00 covering the fee for this filing.

Thanking you for your kind cooperation, I remain,

Very truly yours,

Cosme de la Torre, Esq.

CT/bna

B. REGISTER JUL 20 1995

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
FOR
FLORIDA NONPROFIT CORPORATION

ARTICLE ONE

NAME

The name of this Corporation shall be:

AYUDA, UNION HISPANA, INC.
(HELP, HISPANIC UNION, INC.)

ARTICLE TWO

NATURE OF BUSINESS

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE THREE

TERMS OF EXISTENCE

This non profit Corporation shall have perpetual existence, unless sooner dissolved in accordance with the Laws of the State of Florida. The date on which corporate existence shall begin is the date of the Incorporation.

ARTICLE FOUR

GENERAL AND SPECIFIC PURPOSES

The purpose of this Corporation shall be to help low income families to obtain funds from Government and private agencies in order to raise their standard of living. It shall be a further purpose of this Corporation to help low income senior citizens with the immigration process.

To operate exclusively in any other manner of such charitable purpose as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent Federal Tax Laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE FIVE

MANAGEMENT OF CORPORATE AFFAIRS

A Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the Corporation shall be three (3), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time elections of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the elections of Directors and until the qualification of the successors in office.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under provisions of law which relates to action so taken shall state that

the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-laws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

| | |
|------------------|----------------------------------------------|
| MIGUEL MANRESA | 5260 S.W. 3RD STREET MIAMI, FLORIDA 33134 |
| VERONICA MANRESA | 5260 S.W. 3RD STREET MIAMI, FLORIDA 33134 |
| MARIA RAMOS | 5260 S.W. 3RD STREET MIAMI, FLORIDA 33134 |

Corporate Officers. The Board of Directors shall elect the following officers: President, Secretary, Treasurer, Vice President, and such other Officers as the BY-laws of this Corporation may authorize the Directors to elect from time to time. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

The names and addresses of the initial Directors of this Corporation are:

| | |
|------------------|---------------------------------------------------------------------|
| MIGUEL MANRESA | President/Secretary 5260 S.W. 3RD STREET MIAMI, FLORIDA 33134 |
| VERONICA MANRESA | Vice President 5260 S.W. 3RD STREET MIAMI, FLORIDA 33134 |
| MARIA RAMOS | TREASURER 5260 S.W. 3RD STREET MIAMI, FLORIDA 33134 |

ARTICLE SIX

EARNINGS AND ACTIVITIES OF CORPORATION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its 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 payments and distributions in furtherance of the purposes set forth in Article IV hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or other such 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.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provisions of these Articles, this Corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE SEVEN

DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such

assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction in the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE EIGHT

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the By-Laws for this Corporation.

ARTICLE NINE

SUBSCRIBERS

The names and addresses of the subscribers of this Corporation are as follows:

| | |
|------------------|----------------------------------------------|
| MIGUEL MANRESA | 5260 S.W. 3RD STREET MIAMI, FLORIDA 33134 |
| VERONICA MANRESA | 5260 S.W. 3RD STREET MIAMI, FLORIDA 33134 |
| MARIA RAMOS | 5260 S.W. 3RD STREET MIAMI, FLORIDA 33134 |

ARTICLE TEN

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation, By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE ELEVEN

DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer or Member thereof, or to the benefit of any private individual.

ARTICLE TWELVE

REGISTERED AGENT AND OFFICE

The addresses of the Corporation's registered office shall be:

5260 S.W. 3RD STREET
MIAMI, FLORIDA 33134

and the name of the registered agent shall be:

MIGUEL MANRESA

This is also the address for the corporation.

ARTICLE TWELVE

AMENDMENTS OF ARTICLES

Amendments to these Article of Incorporation may be proposed by a resolution adopted by the Bo. rd of Directors and presented to a quorum of members of their vote in the manner set forth in the By-Laws if this Corporation.

ARTICLE THIRTEEN

This Corporation is organized under a Non-Stock basis.

We, the undersigned, being the Subscribers and Incorporators of this Corporation, for the purpose of forming this nonprofit Corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 17 day of July, 1995.

Miguel Manresa
MIGUEL MANRESA

Veronica Manresa
VERONICA MANRESA

Maria Ramos
MARIA RAMOS

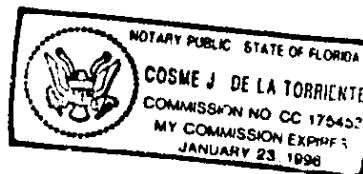
STATE OF FLORIDA)
COUNTY OF DADE)

THE FOREGOING instrument was acknowledged and sworn to before me this 17 day of July, 1995 by, MIGUEL MANRESA, VERONICA MANRESA AND MARIA RAMOS, as Incorporators of AYUDA, UNION HISPANA, INC.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida, this 17 day of July, 1995.

My commission expires:

Cosme J. De La Torre
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

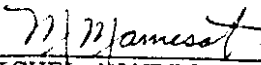


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, 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.

First-That AYUDA, UNION HISPANA, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named MIGUEL MANRESA located at 5260 S.W. 3RD STREET, MIAMI, FLORIDA 33134, city of Miami, County of Dade, State of Florida, as its agent to accept service of process within the State.

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 AS REGISTERED AGENT AND AGREE 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.



MIGUEL MANRESA
REGISTERED AGENT

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95 JUL 21 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA