

2/07/98

FLORIDA DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS

FROM: EMPLOYER CORPORATE KID COMPANY

DEPARTMENT OF STATE

1402 W. FLAGLER ST.

STATE OF FLORIDA

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400 EAST WILKINS STREET

MIAMI FL 33135-

9-5000

TALLAHASSEE FL 32399

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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: THE COMMITTEE OF LIBERAL ENTREPRENEURS, INC.

FAX AUDIT NUMBER: H96000001822

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/07/1998

TIME REQUESTED: 12:37:17

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 0

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072460003266

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 8 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: THE COMMITTEE OF LIBERAL ENTREPRENEURS, INC.
REF: W96000002903

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000001822
Letter Number: 996A00005532

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FEB-09-1996 15:00

ALVARO CASTILLO B., Esq.
SCHMACHTENBERG & CASTILLO
1533 Sunset Drive, Suite 201
Miami, Florida 33143
(305) 666-4676
FL Bar No. 611761

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ARTICLES OF INCORPORATION
OF
THE COMMITTEE OF LIBERAL ENTREPRENEURS, INC.

ARTICLE I.
CORPORATE NAME

The name of this Corporation shall be:

THE COMMITTEE OF LIBERAL ENTREPRENEURS, INC., a Florida not-for-profit corporation (hereinafter, the "Corporation").

ARTICLE II.
ENABLING LAW

The Corporation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not-for-profit.

ARTICLE III.
PURPOSES AND POWER

The purposes for which the Corporation is organized are:
are:

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A. Exclusively charitable, scientific, literary and educational within the meaning of §501 (c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Laws) (hereinafter the "Code"), and notwithstanding any other provision of these Articles, the Foundation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Code §501 (c)(3), contributions to which are deductible for federal and state income, gift and estate tax purposes.

B. Any and all purposes set forth in the By-laws of the Corporation.

C. The Corporation is a not-for-profit corporation organized pursuant to the Florida Not-For-Profit Act, and is created, organized and shall be operated exclusively for educational, charitable, scientific, literary and civic purposes.

D. In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in F.S. §617.0303 of the Not-For-Profit Corporation Law, together with the power to solicit grants and contributions for the corporate purposes. Nothing herein shall authorize this corporation directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-For-Profit Corporation Law, §617.0505.

E. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Foundation, or any private individual (except that reasonable

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compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of the corporate assets on the dissolution of the Corporation.

**ARTICLE IV.
MEMBERSHIP**

The Corporation shall have no capital stock. The Corporation shall have members with such rights as provided in the By-Laws of the Corporation.

**ARTICLE V.
TERM**

The Corporation shall have perpetual existence and its existence shall commence at the date and time of filing of the Original Charter with the Department of the State of Florida.

**ARTICLE VI
BOARD OF DIRECTORS**

The Board of Directors shall be elected at the annual meeting of the Corporation's members in accordance with and pursuant to the By-Laws. The number of Directors may be altered from time-to-time by the By-Laws adopted by the shareholders. However, the Corporation shall have no less than three (3) Directors nor more than twenty five (25) Directors at any time. The names and addresses of the initial members of the Board of Directors are as follows as duly elected by the initial Members of the Corporation:

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Eduardo Pereira	1533 Sunset Drive, Suite 201 Miami, Florida 33143
Alejandro Llanes	1533 Sunset Drive, Suite 201 Miami, Florida 33143
Luis Debayle	1533 Sunset Drive, Suite 201 Miami, Florida 33143
Julio Cardoze	1533 Sunset Drive, Suite 201 Miami, Florida 33143
Alvaro Castillo	1533 Sunset Drive, Suite 201 Miami, Florida 33143
Guillermo Velez	1533 Sunset Drive, Suite 201 Miami, Florida 33143
Carlos Albir	1533 Sunset Drive, Suite 201 Miami, Florida 33143

Liz Davila

1933 Sunset Drive, Suite 201
Miami, Florida 33143

ARTICLE VII.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Alvaro Castillo B., Esq.
SCHMACHTENBERG & CASTILLO
1533 Sunset Drive, Suite 201
Miami, Florida 33143

ARTICLE VIII

INITIAL OFFICERS

The Corporation shall have a President, Vice-President, Secretary, Assistant Secretary and a Treasurer and such other officers as the Board may from time to time by resolution create. The initial officers shall be elected at the first Board of Directors meeting and shall be thereafter as set forth in the By-Laws of the Corporation. The names of the officers who are to serve until the first election are:

President:	Eduardo Pereira
Vice-President:	Alejandro Llanes
Treasurer:	Luis Debayle
Secretary:	Julio Cardozo

ARTICLE IX

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Name	Address
ALVARO CASTILLO	c/o 1533 Sunset Drive, Suite 201 Miami, Florida 33143

ARTICLE X.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal mailing address of the Corporation is as follows:

The Committee of Liberal Entrepreneurs, Inc.
c/o Schmachtenberg & Castillo
1533 Sunset Drive, Suite 201
Miami, Florida 33143

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ARTICLE XI.
COMMENCEMENT DATE

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

ARTICLE XII
DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by the holders of not less than 75% of the total number of votes. Upon dissolution of the Corporation, the assets of the corporation shall be dedicated, granted, conveyed, assigned to any not-for-profit corporation, association, trust or other organization devoted to similar purposes. Any action taken under this Article is subject to the procedures and requirements of Chapter 617 of the Florida Statutes and may not be suggested to disqualify the Association as a not for profit corporation under the Internal Revenue Code, as amended.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

By: Alvaro Castillo

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, Alvaro Castillo, personally appeared to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and seal in said State and County, this 7 day of February, 1996


NOTARY PUBLIC

OFFICIAL NOTARY SEAL
CRISTINA ARECHABALA
NOTARY PUBLIC STATE OF FLORIDA
COM. NO. 00212512
EXPIRES JULY 6, 1996

DATE COMMISSION EXPIRES

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The Undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.



Alvaro Castillo B., Esq.
SCHMACHTENBERG & CASTILLO
1533 Sunset Drive, Suite 201
Miami, Florida 33143

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TALLAHASSEE, FLORIDA

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