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PREPAID  
LEGAL FILING SERVICE ACCOUNT NO. : 072100000032

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ORDER DATE : June 4, 1996

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CUSTOMER NO: 7110780

CUSTOMER: Mr. Richard E. Retamar  
THE GLICK LAW FIRM

Lake Wyman Plaza, Ste 450  
2424 N. Federal Highway  
Boca Raton, FL 33431

DOMESTIC FILING

NAME: HISPANIC AMERICAN BUSINESS  
CLUB, INC.

EFFECTIVE DATE:

XX \_ ARTICLES OF INCORPORATION  
\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_ CERTIFIED COPY  
XX \_ PLAIN STAMPED COPY  
\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

615-611-6011  
W916-11778  
634

6/18/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 12, 1996

**RESUBMIT**

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

Please give original  
submission date as file date.

SUBJECT: HISPANIC AMERICAN BUSINESS CLUB OF BOCA RATON, INC.  
Ref. Number: W96000011798

We have received your document for HISPANIC AMERICAN BUSINESS CLUB OF BOCA RATON, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 596A00029277



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 4, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: HISPANIC AMERICAN BUSINESS CLUB OF BOCA RATON, INC.  
Ref. Number: W96000011798

We have received your document for HISPANIC AMERICAN BUSINESS CLUB OF BOCA RATON, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 796A00027893

**ARTICLES OF INCORPORATION  
OF  
HISPANIC AMERICAN BUSINESS CLUB, INC.**

**ARTICLE I**

**CORPORATE NAME**

The name of this corporation is HISPANIC AMERICAN BUSINESS CLUB  
, INC.

**ARTICLE II**

**CORPORATE NATURE**

This is a nonprofit corporation organized solely for general educational and charitable purposes pursuant to the Florida Corporation's Not for Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III**

**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV**

**GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

To operate exclusively in any other manner for such charitable and educational purposes 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 V

##### AUTHORIZED CAPITAL STOCK DIVIDENDS

A. All stock certificates issued by the corporation shall contain a statement on the face thereof that is a nonprofit corporation and a description of any preferential rights of stockholders. If such shares are restricted as to their sale or purchase, the stock certificates shall bear a legend stating that such shares are restricted in the manner described in the bylaws or any agreement between the shareholders, and that a copy of such bylaws or agreement shall be provided to all stockholders.

B. Except as otherwise prescribed by Florida law, each share shall entitle the holder thereof to one vote.

#### ARTICLE VI

##### 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 no less than three (3) and no greater than fifteen (15) 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 an election 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 election of Directors

and until the qualification of the successors in office. Annual meetings shall be held at an agreeable forum on January 15, of each year at, or at such other place or places as the Board of Directors may designate from time to time by resolution.

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 any provision 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:

<u>NAME</u>	<u>ADDRESS</u>
Pedro Zamora	2501 S. Ocean Blvd., Suite 302 Boca Raton, Florida 33432
Joe W. Zamora	5550 Glades Road, Suite 500 Boca Raton, Florida 33431
Sandra Escobar	23003 S. State Road 7 Boca Raton, Florida 33428
Milton Lavernia	5982-F S.W. 18th Street Boca Raton, Florida 33433

Hugo A. Nunez

3350 N.W. Boca Raton Blvd.  
Boca Raton, Florida 33431

Steve De Lizasoain

984 S.W. 2nd Street  
Boca Raton, Florida 33486

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, 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:

<u>NAME</u>	<u>ADDRESS</u>
President:	
Pedro Zamora	2501 S. Ocean Blvd., Suite 302 Boca Raton, Florida 33432
Vice-Presidents:	
Joe W. Zamora	5550 Glades Road, Suite 500 Boca Raton, Florida 33431
Sandra Escobar	23003 S. State Road 7 Boca Raton, Florida 33428
Milton Lavernia	5982-F S.W. 18th Street Boca Raton, Florida 33433
Hugo Nunez	3350 N.W. Boca Raton Blvd. Boca Raton, Florida 33431
Treasurer:	
Steve De Lizasoain	984 S.W. 2nd Street Boca Raton, Florida 33486

## ARTICLE VII

### EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable 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.

B. 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.

C. 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).

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



## ARTICLE VIII

### 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 of 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 or educational 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 a 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 IX

### MEMBERSHIP

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

## ARTICLE X

### SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

NAME

Pedro Zamora

ADDRESS

2501 S. Ocean Blvd. Suite 302  
Boca Raton, Florida 33432

ARTICLE XI

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations 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 XII

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational and 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 XIII

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 2501 S. Ocean Blvd, Suite 302 Boca Raton, Florida 33432 and the name of its registered agent at said address shall be Pedro Zamora. The Principal mailing address is the same as the corporations registered office.

ARTICLE XIV

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

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 20 day of February, 1996.

WITNESSED BY:

Angela Tremblay  
Witness

\_\_\_\_\_  
Witness

[Signature]  
Director

[Signature]  
Director

[Signature]  
Director

[Signature]  
Director

[Signature]  
Director

[Signature]  
Director

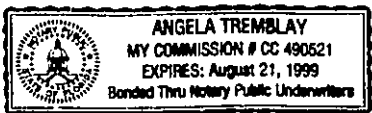
[Signature]  
Registered Agent

STATE OF FLORIDA  
COUNTY OF Palm Beach

Sworn to and subscribed before me this 20 day of February, 1996, by PEDRO ZAMORA, who is personally known to me ✓ OR has produced \_\_\_\_\_, as identification.

Angela Tremblay  
Notary Public

My Commission Expires:



# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.0501 OR 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.

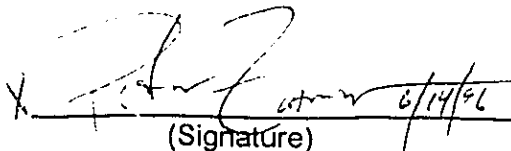
1. The name of the corporation is:

Hispanic American Business Club  
Inc.

2. The name and address of the registered agent and office is:

Mr. Pedro Zamora  
(Name)  
2501 S. Ocean Blvd., # 302  
(P.O. Box not acceptable)  
Boca Raton, FL 33432  
(City/State/Zip)

*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.*

X.   
(Signature) 6/14/96

firm/rick/corp/cert.RA