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PREMIER HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 067932 4303929

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 28, 1996

ORDER TIME : 9:30 AM

ORDER NO. : 067932

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

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DOMESTIC FILING

NAME: THE INTER-AMERICAN CENTER FOR
HUMAN RIGHTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Princess Laguio

EXAMINER'S INITIALS:

REC'D
STATE
CORPORATIONS
96 AUG 29 PM 2:09

REC'D
DIVISION OF
96 AUG 28 PM 10:15
CA 8/28/96

STATE
RECORDS
96 AUG 22 PM 2:00

ARTICLES OF INCORPORATION
OF
THE INTER-AMERICAN CENTER FOR HUMAN RIGHTS, INC.
(A Florida Corporation Not for Profit)

ARTICLE I
Name

The name of this corporation is THE INTER-AMERICAN CENTER FOR HUMAN RIGHTS, INC. (hereinafter called the "Corporation").

ARTICLE II
Principal Place of Business and Mailing Address

The address of the principal office of the Corporation shall be c/o James Wilets, 3605 SW 37th Avenue, Miami, Florida 33133.

ARTICLE III
Purpose

This is a Corporation not for profit which is organized exclusively for charitable purposes. The Corporation has four fundamental purposes. First, it will assist local public interest organizations in integrating human rights law into their legal and non-legal strategies. Second, it will develop an interdisciplinary approach to assisting victims of human rights violations and addressing ongoing human rights violations. Third, it will draw upon the talent of the South Florida legal community to undertake human rights litigation and other activities. Fourth, it will further human rights education in secondary schools, undergraduate universities, and graduate schools.

In furtherance of these goals, the Corporation will involve itself in litigating cases in international human rights fora regarding human rights violations, focusing particular attention on the Western Hemisphere. It will also serve as *amicus curiae* in domestic civil rights litigation. In doing so, the Corporation will provide opportunities for students in South Florida to participate in the preparation of human rights cases in the context of a clinical or internship. These opportunities will be available to undergraduate as well as graduate students from various disciplines. In conjunction with the internships, human rights educational programs will be established at the university and secondary level. Overall, the Corporation hopes to involve individuals from a wide variety of disciplines and help them participate in providing direct services to victims of human rights abuses, and by doing so, help in the development of legal and nonlegal strategies to prevent ongoing violations.

ARTICLE IV
Manner of Election of Directors

The activities and affairs of the Corporation shall be managed by a Board of Directors (hereinafter called the "Directors" and collectively as the "Board"). The number of Directors shall be fixed by the Bylaws, but in no case shall the number be less than three. Directors shall be

elected by a majority of the Directors then in office at the Annual Meeting of the Board to be held on such date and in such manner as the Bylaws may provide. The Bylaws shall specify the number of Directors necessary to constitute a quorum. The Board may, by resolution passed by a majority of the whole Board, designate one or more committees which shall have and may exercise all the powers of the Board in the management of the activities and affairs of the Corporation, consistent with the Bylaws. Such committees may have power to authorize the seal of the Corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the Bylaws of the Corporation or as may be determined from time to time by resolution adopted by the Board. The Directors of the Corporation may, if the Bylaws so provide, be classified as to term of office. The Board may elect such officers as the Bylaws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the Bylaws may provide. The Board is expressly authorized to make, alter, or repeal the Bylaws of this Corporation. This Corporation may in its Bylaws confer powers upon its Board in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by the Statute.

ARTICLE V

Limitation of Corporate Powers

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real and personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law, including, but not limited to, the powers enumerated in section 617.0302, Florida Statutes. In addition to the powers specified herein, the Corporation shall have additional powers specified in its Bylaws.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, members, 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 III hereof.

No substantial part of the activities of the Corporation shall consist of 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 or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future tax code.

Notwithstanding any other provision of these Articles of Incorporation, 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 1986, as amended, or corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under Sections 170 (c)(2), 2055, 2106 (a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future tax code

ARTICLE VI
Initial Registered Agent and Street Address

The name and mailing address of the registered agent is James D. Wilets, 3605 SW 37th Avenue, Miami, Florida 33133

ARTICLE VII
Incorporator

The name and mailing address of the incorporator is James D. Wilets, 3605 SW 37th Avenue, Miami, Florida 33133 (the "Incorporator"). The powers of the Incorporator are to terminate upon filing of the Articles of Incorporation. All necessary expenses incurred by the Incorporator in creating the Corporation shall be reimbursable by the Corporation to the Incorporator.

ARTICLE VIII
Number and Names of Directors

The number consisting the initial Board of the Corporation is seven (7). The names and mailing addresses of the persons who are to serve as the initial Board are:

Professor William E. Adams, Jr.
Nova Southeastern University Law Center
3305 College Avenue
Fort Lauderdale, Florida 33314

Professor Douglas L. Donoho
Nova Southeastern University Law Center
3305 College Avenue
Fort Lauderdale, Florida 33314

Cheryl A. Little, Esq.
Florida Immigration Advocacy Center
3000 Biscayne Blvd., 4th Floor
Miami, Florida 33137

Professor Stephen Schnably
University of Miami School of Law
PO Box 248087
Coral Gables, Florida 33124

Professor Irvin P. Stotzky
University of Miami School of Law
PO Box 248087
Coral Gables, Florida 33124

Professor Siegfried Wiessner
St. Thomas University School of Law
16400 NW 32nd Avenue
Miami, Florida 33054

Professor James D. Wilets
University of Miami School of Law
PO Box 248087
Coral Gables, Florida 33124

ARTICLE IX Membership

There shall be two classes of members: voting members and associate members. Only members of the Board may be voting members of the Corporation. The conditions, obligations and rights of membership shall be as set forth in the Corporation's Bylaws.

ARTICLE X Duration of Corporation

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE XI Disposal of Assets upon Dissolution

Upon the dissolution of the Corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation. Such assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII Amendment of Articles

These Articles of Incorporation shall be amended only by the affirmative vote of three-quarters (3/4) majority of the entire Board.

FILED
CLERK OF DISTRICT COURT
JUL 24 1996
2:00

ARTICLE XIII
Amendment of Bylaws

The Bylaws may be amended, altered, or repealed and new Bylaws may be adopted only by the affirmative vote of a three-quarters (3/4) majority of the Board. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XIV
Liability of Directors

Directors of the Corporation shall not be liable to the Corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a Director's duty of loyalty to the Corporation; (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law; (3) a transaction from which the Director derived an improper personal benefit.

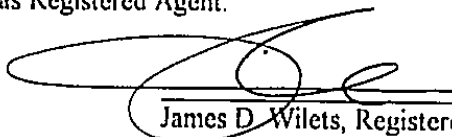
I, **THE UNDERSIGNED**, being the Incorporator hereinbefore named, for the purpose of forming a corporation not for profit pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, do make this certificate, hereby declaring and certifying that the facts herein stated are true on this 19th day of August, 1996.



James D. Wilets, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for THE INTER-AMERICAN CENTER FOR HUMAN RIGHTS, INC., at the place designated in the Articles of Incorporation of the Corporation, 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.



James D. Wilets, Registered Agent

Date: August 19, 1996