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FROM: ACE INDUSTRIES, INC.
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NAME: HONDURAN AMERICAN FOUNDATION, CORP. (FUNDACION HONDURENA AMERICANA)
AUDIT NUMBER.....H96000012024
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ARTICLES OF INCORPORATION OF
HONDURAN AMERICAN FOUNDATION, CORP.
(Fundacion Hondureña Americana)
A FLORIDA NONPROFIT CORPORATION

ARTICLE I NAME

The name of the corporation shall be: **HONDURAN AMERICAN FOUNDATION , CORP.**
(Fundacion Hondureña Americana)

ARTICLE II DURATION

The Duration of the Corporation is perpetual.

ARTICLE III PURPOSES

This corporation is a not-for -profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this Corporation are :

a) Charitable, fund - raising for a civic duty of helping needy persons , regardless of their ages, sex, race or creed, in the United States , in Honduras and other countries.

b) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

c) Provided , however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

ARTICLE IV MEMBERS

The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have the all the rights and privileges of Members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the

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ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571

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Bylaws, but who shall not have the right to vote. The name and address of each Initial Voting Member is as follows:

Name	Address
Zelda Yolanda Vasquez	17211 N.W. 47 Ave., Miami, Fl. 33055
Guillermo Alberto Lara Oliva	15909 SW 90th Ct., Miami, Fl.33157
Haydee Chiu	2821 W. 60th Place, Hialeah, Fl.33012

ARTICLE V INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation shall be 17211 NW 47th Ave., Carol City, Florida 33055, and the name of the Initial Registered Agent for the corporation at that address is Ms. Zelda Vasquez.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The Initial Board of Directors shall have three members, whose names and addresses are:

Name	Address
Zelda Yolanda Vasquez	17211 N.W. 47 Ave., Miami, Fl. 33055
Guillermo Alberto Lara Oliva	15909 SW 90th Ct., Miami, Fl.33157
Haydee Chiu	2821 W. 60th Place, Hialeah, Fl.33012

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the Bylaws but shall in no case be less than three.

ARTICLE VII OFFICERS

The officers of the Corporation shall consist of a President, Secretary and Treasurer. Other officers may be provided for in the Bylaws. Each officer shall be elected by the Board of Directors (and maybe removed by the Board of Directors) at such time and in such manner as may be prescribed in the Bylaws. The name and address of each initial Officer of the Corporation as follows:

Title	Name	Address
President	Zelda Yolanda Vasquez	17211 N.W. 47 Ave., Miami, Fl. 33055
Secretary	Guillermo Alberto Lara Oliva	15909 SW 90th Ct., Miami, Fl.33157
Treasurer	Haydee Chiu	2821 W. 60th Place, Hialeah, Fl.33012

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ARTICLE VIII INCORPORATOR

The name and address of the Incorporator is: Ms. Zeida Yolanda Vasquez, 17211 NW 47th Ave., Miami, FL.33055

ARTICLE IX NONSTOCK BASIS

The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida for Not Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the Bylaws.

ARTICLE X CORPORATE ADDRESS

The street address of the Corporation's initial principal office is 17211 NW 47th Ave. , Miami, FL.33055

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this day of August 1st, 1996.

Incorporator:

[Signature]
Zeida Yolanda Vasquez

STATE OF FLORIDA _____
COUNTY OF DADE _____

The foregoing instrument was executed and acknowledged before me this 26 day of August, 19 96 by ZEIDA YOLANDA VASQUEZ.

[Signature] Notary
Public
State of Florida _____

(SEAL)
My Commission Expires: 4-17-98

OFFICIAL NOTARY SEAL
MARYELLA FLEISCH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC364922
MY COMMISSION EXP. APR. 17, 1998

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DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. The; HONDURAN AMERICAN FOUNDATION, CORP. corporation organizing under the laws of the State of Florida, with its principal office located at 17211 N.W. 47th Ave., Miami, FL.33055, has named Zeida Yolanda Vasquez, whose address is 17211 N.W. 47th Ave., Miami, FL.33055,, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

[Signature]
Zeida Yolanda Vasquez

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, this day personally appeared Zeida Yolanda Vasquez, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 26 day of August, 19 76

(SEAL)

Maryella Fleisch Notary Public
State of Florida
My Commission Expires:
4-17-98

OFFICIAL NOTARY SEAL
MARYELLA FLEISCH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC364922
MY COMMISSION EXP. APR. 17, 1998

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