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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: FREEDOM CENTER FOUNDATION, INC.

AUDIT NUMBER.....H96000014853

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS...0

PAGES..... 7

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 22, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: FREEDOM CENTER FOUNDATION, INC.
REF: W96000022521

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

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) 487-6878.

Torri Buckley
Corporate Specialist

FAX Aud. #: H96000014853
Letter Number: 896A00048724

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ARTICLES OF INCORPORATION OF FREEDOM CENTER FOUNDATION, INC.

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

Article 1 - NAME

The name of the Corporation is: **FREEDOM CENTER FOUNDATION, INC.**, with its principal place of business at: 2460 Southwest 25th Street, Miami, Florida 3133.

Article 2 - NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

Article 3 - DURATION

The duration (term) of the Corporation is perpetual.

Article 4 - PURPOSES

The Corporation is organized, and shall be operated exclusively for, the following purposes:

- A. To raise funds, capital, and donations for purposes of educating Cubans as to the principles of freedom and the democratic system of government based upon the absolute supremacy of the rule of law, individual liberty and a market economy, and to support democracy building efforts for Cuba.

THIS INSTRUMENT PREPARED BY:
OSCAR J. VILA, III, ESQ. (Fla Bar #8599976)
VILA & PADRON, P.A.
338 Minerva Ave.
Coral Gables, FL 33134
(305) 461-4188

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- B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein; and
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5 - LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but 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 4 (Purposes) hereof.

Article 6 - MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have 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 Bylaws, but who will not have the right to vote. The name and address of each initial Voting Member is as follows:

NAME:

Dr. Oscar Vila Masot
Dr. Raquel Marrero
Dr. Lillian Bertot

ADDRESS:

2460 Southwest 25th Street
Miami, Florida 33133

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Article 7 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is: Vila & Padron,
P.A., 338 Minerva Ave., Coral Gables, Florida, 33134, the name of its initial Registered Agent at
that address is: Oscar J. Vila, III.

Article 8 - INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The number of
Trustees constituting the initial Board of Trustees is three. The number of Trustees may be
increased or decreased from time to time in accordance with the Bylaws, but shall never be less
than three. The Voting Members shall elect the Trustees annually. The Bylaws may provide for ex
officio and honorary Trustees, and their rights and privileges. The name and address of each
initial Trustee of the Corporation is as follows:

NAME:

ADDRESS:

Dr. Oscar Vila Masot
Dr. Raquel Marrero
Dr. Lillian Bertot

2460 Southwest 25th Street
Miami, Florida 33133

Article 9 - OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such
other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be
elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in
such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of

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the Corporation is as follows:

<u>Name:</u>	<u>Address:</u>	<u>Title:</u>
Dr. Oscar Vila Masot	2460 Southwest 25th Street	President
Dr. Lillian Bertox	Miami, Florida 33133	V.P./Treasurer
Dr. Raquel Marrero		V.P./Secretary

Article 10 - INCORPORATORS

The name and address of the Incorporator is as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Dr. Oscar Vila Masot	2460 Southwest 25th Street
	Miami, Florida 33133

Article 11 - BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

Article 12 - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

Article 13 - INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

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Article 14 - BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Trustees, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.

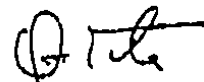
Article 15 - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

Article 16 - NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

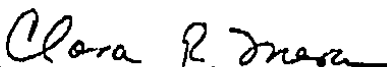
In Witness Whereof, the undersigned have signed these Articles of Incorporation on this 18th day of October, 1996.


Incorporator, Dr. Oscar Vila Masol

STATE OF FLORIDA)
) s.s.:
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Dr. Oscar Vila Masol, known to me to be the person(s), who, as Incorporator(s), executed the foregoing Articles of Incorporation of FREEDOM CENTER FOUNDATION and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18th day of October, 1996.


NOTARY PUBLIC, State of Florida



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THIS SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT

In pursuance of Chapter 617 of the Florida Statutes, the following is submitted, in compliance with said Act.

First, that **FREEDOM CENTER FOUNDATION** a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Oscar J. Vila, III, Esq., Vila & Padron, P.A. and the street address of the initial registered office of this Corporation is 338 Minarca Avenue, Coral Gables, Florida 33134, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of her duties.

Dated this 18th day of October, 1996.

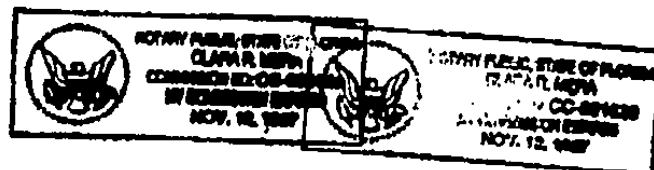

Oscar J. Vila, III, Esq.

NOTARY CERTIFICATION

I HEREBY CERTIFY that the foregoing instrument was acknowledged by Oscar J. Vila, III, Esq. before me on this 18th day of October, 1996, who is personally known to me (or who produced (Driver's License # _____) as identification) and who did take an oath.

Witness my hand and seal in the County and State aforementioned.


NOTARY PUBLIC, State of Florida



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