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FLORIDA DIVISION OF CORPOR

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: MURAI, WALD, BIONDO, MORENO, P A.
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NAME: GUANTANAMO REFUGEE ASSISTANCE PROGRAM, INC.

AUDIT NUMBER.....H96000014875

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

GUANTANAMO REFUGEE ASSISTANCE PROGRAM, INC.ARTICLE I
NAME

The name of this Corporation shall be:

GUANTANAMO REFUGEE ASSISTANCE PROGRAM, INC.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 1390 Northwest 7th Street, Miami, Florida 33125. The principal office of the Corporation may be moved by the Board of Directors from time to time.

ARTICLE III
PURPOSES AND POWERS

2.1 Purposes. The Corporation shall be operated exclusively for charitable, scientific, literary and/or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law ("Code"). Its primary purpose shall be to provide a range of free services to refugees coming into Dade County, Florida in order that they may become self-sufficient and contributing members of their community.

No part of the assets or net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"); and further provided that no substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as may be otherwise permitted by the Code), and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

This Instrument Prepared By:
Rene V. Murai, Esq.
Murai, Wald, Biondo & Moreno, P.A.
25 S.E. 2nd Ave., Suite 900
Miami, Florida 33131
Florida Bar No.: 122154

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2.2 Contributions. The Corporation may receive, by contribution, gift, bequest, devise, or in any other manner, money, assistance, and any other form of real, personal, or mixed property, from any person, firm or corporation to be used in the furtherance of the purposes of the Corporation, provided, however, that gifts shall be subject to acceptance by the board of directors as required by the bylaws.

2.3 Offices and Employees. The Corporation may establish one or more offices and employ such agents, employees and clerical force as may be deemed necessary or proper to conduct and carry on the work of the Corporation, and it may pay reasonable compensation for the services of such persons.

2.4 Powers. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, this Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code and its regulations as the same now exist, or as they may be hereafter amended from time to time.

ARTICLE IV DURATION, DISSOLUTION

This Corporation shall have perpetual existence. In the event of a dissolution of the Corporation, its assets, after payment of all debts and charges of the Corporation, and expenses of dissolution, shall be distributed to one or more organizations which are exempt as organizations described in Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax law.

ARTICLE V DIRECTORS

The method of election of the directors shall be stated in the bylaws.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation in the State of Florida is 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131 and the name of the initial registered agent of this Corporation at that address is Murai, Wald, Biondo & Moreno, P.A.

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ARTICLE VII
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Murai, Wald, Biondo & Moreno, P.A., 25 S.E. 2nd Avenue, Suite 900, Miami, Florida 33131.

ARTICLE VIII
BYLAWS

The board of directors of this Corporation shall make and adopt bylaws for the Corporation, and said board and its successors in office shall have power to alter, amend, and rescind such bylaws or to adopt new bylaws.

ARTICLE IX
DIRECTORS' AND OFFICERS'
COMPENSATION AND INDEMNIFICATION

9.1 Compensation. A director of the Corporation shall not receive compensation, directly or indirectly, for his services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for his services as an officer unless he is employed by the board of directors as a member of the administrative staff of the Corporation. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount and approved for payment in the manner provided by the bylaws.

9.2 Indemnification. The Corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the Corporation, or any former officer, director, employee or agent of the Corporation, or any person who at the request of the Corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 22nd day of October, 1996.

Murai, Wald, Biondo
& Moreno, P.A.

By: 

Rene V. Murai, President
Incorporator

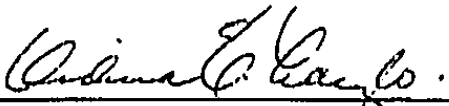
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STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

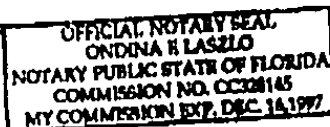
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Rene V. Murai, President of Murai, Wald, Biondo & Moreno, P.A., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation on behalf of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22nd day of October, 1996.



NOTARY PUBLIC
State of Florida at Large

My Commission Expires



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CERTIFICATE OF REGISTERED AGENT
OF
GUANTANAMO REFUGEE ASSISTANCE PROGRAM, INC.

Pursuant to Fla. Stat. 5607.0501 the following is submitted:

That GUANTANAMO REFUGEE ASSISTANCE PROGRAM, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Murai, Wald, Biondo & Moreno, P.A., located at 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131, as its agent to accept service of process within this State.

A C K N O W L E D G E M E N T

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 22nd day of October, 1996.

MURAI, WALD, BIONDO
& MORENO, P.A.

By: 

Name: Rene V. Murai
Title: President

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CLERK OF DISTRICT COURT
JULIA HALL
TALLAHASSEE, FLORIDA

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