

NOV-27-1996

10:1

EMPIRE CORPORATE KIT

11/25/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:01 PM

N96000006062

('H96000016631 9)))

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: ROMAGUI FOUNDATION, INC.

AUDIT NUMBER.....H96000016631

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:08:2

FILED
NOV 27 PM 2 36
TALLAHASSEE, FLORIDA

RECEIVED
NOV 27 11:03:01
TALLAHASSEE, FLORIDA

896455192
720 1121-96

NOV-27-1996 10:17

EMPIRE CORPORATE KIT

P.01/07



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 25, 1996

EMPIRE

SUBJECT: ROMAGUI FOUNDATION, INC.
REF: W96000024927

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

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: H96000016631
Letter Number: 896A00053468

98.03/07
FILED
NOV 27 1996
FBI - MIAMI

H96000016631

ARTICLES OF INCORPORATION OF
ROMAGUI FOUNDATION, INC.

The undersigned, a natural person competent to contract, hereby makes, subscribes, acknowledges and files the following Articles of incorporation to form a corporation not for profit pursuant to chapter 617 of the Laws of the State of Florida:

ARTICLE I
Name

The name of this corporation is ROMAGUI FOUNDATION, INC.

ARTICLE II
Term

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III
Incorporator

The name and the Street address of the incorporator of these Articles of Incorporation is as follows:
Ivanildo Lima 1160 - 100th Street #2, Bay Harbour FL 33154

ARTICLE IV
General Purpose

This corporation is formed for such a charitable purpose as will qualify it as an exempt organization under Section 501 (c) (3) of Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions which qualify as tax-exempt organization under that Code.

Within the scope of the foregoing, the corporation is specifically organized to obtain donated health equipment, health supplies, and medication, and at the same time these items are to be distributed to public institutions in countries where the need for these donations exist.

Doc. prepared by
Teresa Taborda, Accounting Office
10240 SW 56th Street Ste 115
Miami FL 33165
(305) 598-5354

H96000016631

496000016631

ARTICLE V
Activities not Permitted

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) 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) a corporation, contributions to which are deductible under section 170(c)(1) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI
Dedication and Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefit of any Member, Trustee or Officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Member, Trustee or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, scientific or educational organizations which would then qualify under the provisions of section 501(c) of the Internal Revenue Code and its regulations as they now exist or as they hereafter be amended.

ARTICLE VII
Management of Corporate Affairs

A. Board of Trustees The power of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Trustees. The number of Trustees of the corporation may be increased or diminished from time to time by the bylaws but shall never be less than three (3)

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of members at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting, and at times thereafter, shall serve for a term of one year or until the first annual meeting of members following the election of trustees and until the qualification of their successors in office. Annual meetings shall be held at the principal office of the corporation, or at such other place or places as the Board of Trustees may designate from time by resolution.

496000016631

4496000016631

Any action required or permitted to be taken by the Board of Trustees 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 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 Trustees. 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 Trustees without a meeting and that the Articles of Incorporation and Bylaws of this corporation authorize the Trustees to act. Such a statement shall be prima facie evidence of such authority.

The name and addresses of such first members of the Board of Trustees are as follows:

Ivanildo Lima	1160 - 100 St. # 2 Bay Harbour Fl.33154
Rosana Vieira-Lima	1160 - 100 St # 2 Bay Harbour Fl 33154
Gladys C.Ortiz	1160 - 100 St. # 2 Bay Harbour Fl.33154

ARTICLE VIII Indemnification

Every person who now is or hereafter shall be a Trustee or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he or she is or shall be made a party by reason of his being or having been a Trustee or Officer of the corporation (Whether or not he is a Trustee or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Trustee or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE IX Bylaws

The Board of Trustees of this corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Trustees may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Trustees present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for profit Law of Florida concerning corporate action that

4496000016631

H96000016631

must be authorized or approved by Members of the corporation.

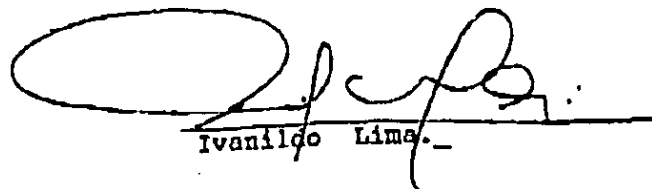
ARTICLE X
Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Trustees.

ARTICLE XI
Initial Registered Office and Agent

The name and address of the initial registered agent of this corporation is IVANILDO LIMA, 1160 -100th Street #2 Bay Harbour Fl 33154.

In Witness Whereof, the undersigned Incorporator has executed these Articles of Incorporation on this 21st day of November of 1996 for the purpose of forming this corporation not for profit under the laws of the State of Florida.


Ivanildo Lima.

STATE OF FLORIDA

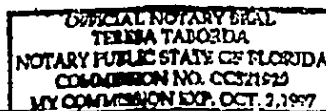
COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to administer oaths and take Acknowledgements, personally appeared IVANILDO LIMA to me well known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State named above, this 21st day of November.-



Teresa Taborda
Notary Public
State of Florida at Large.



H96000016631

4496000016631

ARTICLE XII
Location of Principal Office and Mailing Address


The principal office of this corporation will be located at 2401 Collins Ave Ste A-629, Miami Beach Fl 33131 in Dade County. The mailing address to received all notifications is P. O. Box 143454 Coral Gables Fl 33134

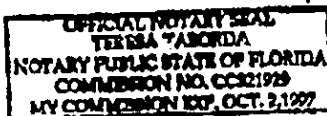
ARTICLE XIII
Written acceptance by the Registered Agent

Hereby, I Ivanildo Lima, am familiar with and accept the duties and responsibilities as Registered Agent for Romagui Foundation, Inc.


Ivanildo Lima

Sworn to and subscribed before me this 21st day of November 1996 in Miami, County of Dade, State of Florida.


Teresa Taborda
Notary Public



FILED
96 NOV 27 PM 2:30
SEC
CLERK

4496000016631