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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CLUB CAJAMARCA USA, INC.

AUDIT NUMBER.....H96000016638

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

CERT. OF STATUS..0

PAGES..... 6

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EMPIRE CORPORATE KIT

P.01/09



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortland
Secretary of State

December 2, 1996

EMPIRE

SUBJECT: ASOCIACION CAJAMARQUINA U.S.A., INC.
REF: W96000025167

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

Please provide an English translation for the entity's name in your cover letter.

SEE ART. I

The FAX audit number must be on the top and bottom of each page of the document.

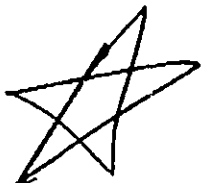
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Neysa Culligan
Document Specialist

FAX Aud. #: H96000016638
Letter Number: 396A00053992

Att: Dana



Please

Division of Corporations - P.O. BOX 8327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

OF

ASOCIACION CAJAMARQUINA U.S.A., INC.

The undersigned, for the purpose of forming a Corporation not for profit under Chapter 617 of the Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is "ASOCIACION CAJAMARQUINA U.S.A., INC.". The meaning of this Corporation's name is: Association of the friends of, and the people born in the State of Cajamarca, Peru, and residing in the United States of America.

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

(a) The specific and primary purposes for which the Corporation is formed are for charitable and humanitarian activities as well as promoting the arts and culture of the State of Cajamarca in the U.S.A. and participating in educational advancement within the State of Florida and abroad.

(b) The general purposes for which the Corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under 26 U.S.C. Section 501(c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax Laws, including, for such purposes, the making of distributions to organizations qualifying as tax exempt organizations under that Code.

(c) The Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by influence publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

(d) Except as limited by these Articles of Incorporation or its By-Laws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

ARTICLE IV

This Corporation shall issue no stock.

PREPARED BY: SERGIO MASSA, ACCOUNTANT
BUSINESS AUTHORITY CORPORATION
8347 S.W. 40th Street
Miami, FL 33155
TEL: (305) 220-3420

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ARTICLE V

The initial Members of the Corporation shall appoint the initial Members of the Board of Directors. Additional Members may be appointed by the initial Members in their sole discretion. Any additional Member(s) may be removed by the initial Members at their discretion. The qualifications for a new Member and the manner of their admission will be stated within the By-Laws. The initial Members of the Corporation are as follows:

Walter Baron, Frank Caceres, Fernando Lanfranco, Jorge Bautista, Carlos Ruiz, Julio Tello, Luis Noya, Marco Diaz, Mario Abanto, Francisco Urraca, Walter Zarate, Wilfredo Huayhua, Javier Masias, Anthony Pellicane MD, Francisco Ospina, Wenceslao Alcalde, Amancio Ninaquispe, Richard W. Avelino, Ubaldo Abanto, Jose A. Murrugarra, Liliana Baron, Marie Caceres, Maria E. Pena, Marlene Bautista, Nancy Ruiz, Carla Cerna, Mercedes Diaz, Gladys Santiago de Urraca, Cecilia Baron, Amelia E. Pellicane, Maria Ospina, Alioia Cotrina, Virginia Rodriguez, Bertha G. Reyes, Sonia Contreras, Julia L. Santur and Iris V. Arevalo.

ARTICLE VI

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the Corporation or any other 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, Director or Officer of the Corporation, or any other Private Individual, shall be entitled to share in the distribution of any of the Corporate Assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Code, or by an organization contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or the corresponding provision of any future Law.

ARTICLE VII

The address of the Corporation's initial registered office is 6286 S.W. 11th Street, Miami, Florida 33144. The initial registered agent of the Corporation at such address is Frank Caceres. The Board of Directors may from time to time designate such other address as well as such other registered agent for the Corporation as it may see fit.

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ARTICLE VIII

Except as limited by these Articles of Incorporation or its By-Laws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

Without limiting the generality of the powers specified above, the specific powers of the Corporation shall be:

(a) To acquire, by purchase, lease or otherwise, and hold title to such real property, including improvements thereon, and any personal property as may be beneficial to the fulfillment of the charitable, humanitarian and educational purposes of the "ASOCIACION CAJAMARQUINA U.S.A., INC.";

(b) To lease all or a portion of such real and personal property;

(c) To borrow funds in order to expand, enhance, support or maintain the activities of the Corporation;

(d) To make charitable contributions to any charitable organizations;

(e) To manage and operate any of its assets or the assets of others in recognition and attainment of the foregoing objectives; and

(f) To utilize its income in furtherance of the foregoing objectives.

ARTICLE IX

The following powers are specifically reserved to the Members:

(a) The operating philosophy of the Corporation shall be approved by the majority vote of the Members;

(b) Corporate property may not be leased, sold or encumbered without the express written approval of the majority of the Members; and

(c) The Corporation may not be merged or dissolved without the express written approval of the majority of the Members.

ARTICLE X

The Members and the Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered, modified or revoked only upon the written vote of the majority of the Members in a manner permitted by the By-Laws.

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ARTICLE XI

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than five (5) Members and not more than ten (10) Members, the exact number to be determined from time to time in accordance with the By-Laws. The Directors shall be elected by a majority vote of the Members. The majority Members may remove any or all of the Directors from the Board, with or without cause and at such time as they may determine

The names and addresses of the Members who will be as the initial Board of Directors until the first election of arch of 1997 are as follows:

Name	Address
Walter Baron	801 N. 72 Terrace Hollywood, FL 33024
Frank Caceros	6286 S.W. 11 Street Miami, FL 33144
Fernando Lanfranco	10990 S.W. 59 Terrace Miami, FL 33173
Jorge Bautista	1250 N.E. 211 Street North Miami, FL 33179
Carlos Ruiz	15171 S.W. 128 Avenue Miami, FL 33186
Julio Tello	1214 N.E. 182 Street North Miami, FL 33162
Luis Noya	525 Menendez Avenue Coral Gables, FL 33146
Marco Diaz	2955 S.W. 8 Street Miami, FL 33135
Mario Abanto	7971 S.W. 40 Street Miami, FL 33155

ARTICLE XII

The Corporation shall have a President, a Vice President, a Secretary and a Treasurer and may have additional and assistant Officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A Member may hold more than one office at one time. Such Officers shall be elected by a majority vote of the Members. The Members and/or the Directors may remove, by a majority vote, any or all of the Officers from office, with or without cause, and at such time as they may determine.

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The names, positions and addresses of the persons who will serve as the initial Officers until the first election, on March of 1997, are as follows:

Name	Position	Address
Walter Baron	President	801 N. 72 Terrace Hollywood, FL 33024
Frank Caceres	Vice President	6286 S.W. 11 Street Miami, FL 33144
Fernando Lanfranco	Secretary	10990 S.W. 59 Terrace Miami, FL 33173
Jorge Ba. ista	Treasurer	1250 N.E. 211 Street North Miami, FL 33179

ARTICLE XIII

The business and affairs of the Corporation shall be conducted in a manner consistent with the provisions of these Articles of Incorporation and the By-Laws of this Corporation.

ARTICLE XIV

Upon the dissolution of the Corporation, the Members of the Corporation 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 exclusively for charitable, humanitarian and educational purposes, by a court of competent jurisdiction exclusively for such purposes, or to such organizations organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XV

The names and addresses of each incorporator are as follows:

Name	Address
Walter Baron	801 N. 72 Terrace Hollywood, FL 33024
Frank Caceres	6286 S.W. 11 Street Miami, FL 33144
Fernando Lanfranco	10990 S.W. 59 Terrace Miami, FL 33173
Jorge Bautista	1250 N.E. 211 Street North Miami, FL 33179

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ARTICLE XVI

These Articles may be amended, altered, modified or revoked only upon the written vote of the majority of the Members.


ARTICLE XVII

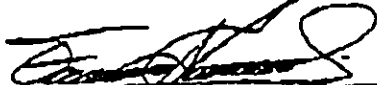
The Corporation shall open and maintain a bank account in the Corporation's name in a state bank or other insured financial institution. Checks and drafts shall be drawn on the Corporation bank account for Corporation purposes only and shall be signed together by the President and the Treasurer of the Corporation.

ARTICLE XVIII


In accordance with Florida Statutes 607.0203(1), this Corporation shall be deemed to commence its existence immediately upon the signing of these Articles of Incorporation, their filing and assignment of charter number.

IN WITNESS WHEREOF, the Incorporators and Directors hereby declaring and certifying that the facts above stated are true and correct and hereto have hereunto affixed their hand and seal this 2nd day of December, 1996.


WALTER BARON
PRESIDENT/INCORPORATOR


FERNANDO LANFRANCO
SECRETARY/INCORPORATOR


FRANK CACERES
VICE PRESIDENT/INCORPORATOR


JORGE BAUTISTA
TREASURER/INCORPORATOR

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the office/registered agent, in the state of Florida.

1. ASOCIACION CAJAMARQUINA U.S.A., INC., 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, State of Florida, has named Frank Cacero, located at 6286 S.W. 11th Street, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


FRANK CACERO

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