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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FROM: RASCO & REININGER
104076000124

ACCT#:

CONTACT: CARLOS A GATO
PHONE: (305) 261-0500
(305) 267-1787

FAX #:

NAME: LATIN BUILDERS ASSOCIATION FOUNDATION, INC.

AUDIT NUMBER.....H98000003475

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

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

F. CHESSEB FEB 20 1998

Audit No.: H98000003475

ARTICLES OF INCORPORATION
OF
LATIN BUILDERS ASSOCIATION FOUNDATION, INC.
a Florida Not for Profit Corporation

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of the LATIN BUILDERS ASSOCIATION FOUNDATION, INC., under the Florida Not for Profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is:

LATIN BUILDERS ASSOCIATION FOUNDATION, INC.

and the principal place of business is:

782 N.W. LeJeune Road, Suite 450
Miami, Florida 33126

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This Corporation is formed for the purpose as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including for such purposes, the making of distributions for organizations which qualify as tax-exempt organizations.

Audit No.: H98000003475
Prepared by: Luis A. Perez, Esq.
5200 Blue Lagoon Drive, #700
Miami, Florida 33126
(305) 261-0500
Bar No.: 613584

Audit No.: H98000003475

Within the scope of the foregoing, the object of this Corporation and its purposes are solely charitable and educational, e.g. to provide funds to qualified organizations with students in the construction, real estate development and related industries and to provide funds to qualified organizations in other civic or charitable activities.

ARTICLE IV. 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 corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

ARTICLE V. DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of any member, director 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, director 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 to one or more charitable, religious, scientific or educational

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organizations which would then qualify under the provisions of Section 501(c) of the Code and its regulations.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 5200 Blue Lagoon Drive, Suite 700, Miami, Florida 33126 and the name of the Corporation's initial registered agent at that address is Miami Corporate Systems, Inc.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The Corporation shall have three(3) directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than three. The name and street address of the initial directors are:

Names	Addresses
Willy A. Bermello	782 N.W. LeJeune Road, Suite 450 Miami, Florida 33126
Carlos Herrera, Jr.	782 N.W. LeJeune Road, Suite 450 Miami, Florida 33126
William Delgado	782 N.W. LeJeune Road, Suite 450 Miami, Florida 33126

ARTICLE VIII. INDEMNIFICATION

Every person who now is, hereafter shall be a Director 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

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resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a Director 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 shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may not or hereafter be entitled as a matter of law.

ARTICLE IX. MEMBERSHIP

The membership of this Corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the members of the Corporation, the different classes of membership, the voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be as set forth in the

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Bylaws.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator is:

Luis A. Perez 5200 Blue Lagoon Drive
Suite 700
Miami, Florida 33126

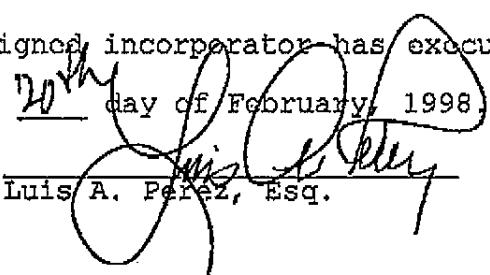
ARTICLE XI. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors. Upon notice properly given, the Bylaws may be amended, altered or repealed by a majority vote of the Directors present at any regular or special meeting called for the purpose, subject to any limitations set forth under the Florida Not For Profit Corporation Act.

ARTICLE XII. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on members are subject to this reservation. The amendment may be proposed by any member of the Corporation. Every amendment shall be unanimously approved by an affirmative vote of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of February, 1998.


Luis A. Perez, Esq.

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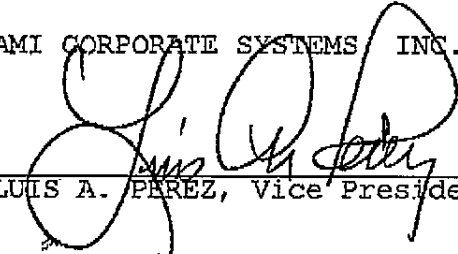
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Latin Builders Association Foundation, Inc. in the foregoing articles of incorporation, we hereby agree to accept service of process for said Corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

MIAMI CORPORATE SYSTEMS INC.

BY:


LUIS A. PEREZ, Vice President

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TALLAHASSEE, FLORIDA

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