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TO: DIVISION OF CORPORATIONS

FAX Pt: (850)922-4001

FROM: RICARDO MARTINEZ-CID, P.A.
CONTACT: RICARDO MARTINEZ-CID
PHONE: (305)859-7494

ACCTPt: 076640001666

FAX Pt: (305)858-2513

NAME: ACCION SOLIDARIA INDEPENDIENTE INC.
AUDIT NUMBER.....H98000006014
DOC TYPE.....FLORIDA NON-PROFIT CORPORATION
CERT. OF STATUS..0
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B. McKnight MAR 31 1998

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RICARDO MARTINEZ-CID

PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

CORAL WAY BANKING CENTER • 1699 CORAL WAY • SUITE 510 • MIAMI, FLORIDA 33145 2880 • TELEPHONE (305) 858-7494 • FACSIMILE (305) 858-2513

FACSIMILE TRANSMISSION

Number of pages sent: 10 (including this page)

SEND TO: Florida Department of State/Division of Corporations
P. O. Box 6327, Tallahassee, Florida 32314

VIA: (850) 922-4001

SENT BY: Ricardo Martinez-Cid, Esq.

DATE: March 25, 1998

RE: ACCIÓN SOLIDARIA INDEPENDIENTE INC.

Gentlemen:

The Articles of Incorporation for ACCIÓN SOLIDARIA INDEPENDIENTE INC. follows. Kindly, bill my account for One Hundred Twenty Two and 50/100 (\$122.50) Dollars, to cover your filing fee (\$35.00), resident agent fee (\$35.00), and a certified copy of the articles (\$52.50). Upon filing, kindly, provide a certified copy.

The name of ACCIÓN SOLIDARIA INDEPENDIENTE INC. can be translated as: "INDEPENDENT ACTION IN SOLIDARITY INC."

Cordially yours,


Ricardo Martinez-Cid

RMC/mg

cc: Directors

Encl.

NOTE: IF THERE IS A PROBLEM WITH THIS FACSIMILE TRANSMISSION, PLEASE CALL US AT (305) 859-7494 AS SOON AS POSSIBLE.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 31, 1998

RICARDO MARTINEZ-CID PA

SUBJECT: ACCION SOLIDARIA INDEPENDENTE INC.
REF: W98000007037

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Freida Chesser
Corporate Specialist

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P.03

FLORIDA BAR NO. 157029 / AUDIT NUMBER: #98000006014

ARTICLES OF INCORPORATION OF
ACCIÓN SOLIDARIA INDEPENDIENTE INC.
A FLORIDA CORPORATION NOT FOR PROFIT

FILED
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TALLAHASSEE FLORIDA

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ARTICLE I
NAME

The name of this Corporation shall be the ACCIÓN SOLIDARIA INDEPENDIENTE INC., hereinafter designated "ASÍ."

ARTICLE II
NATURE

ASÍ is organized as a Florida corporation not for profit entitled to non-profit status under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of subsequent federal tax laws exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, as established and when consistent with Article III A below. It is also expressly provided that, notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code 1986 or the corresponding provision of any future United States Internal Revenue law. It is also expressly provided that, notwithstanding any other provision of these Articles, upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III
PURPOSES

The general nature, objects and purposes of ASÍ shall be to:

A. Inspired by the message of his Holiness to the Cuban people during his visit to our homeland, we organize and pledge ourselves to act independently of the politics of our own or other governments, in solidarity, to:

1. Overcome the fear and distrust that divide Cubans living in the island from expatriates.

Prepared by: Ricardo Martinez-Cid / Florida Bar Number: 157029
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494 / Facsimile (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: #98000006014

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2. Alleviate the living conditions of our most needy compatriots.
3. Participate in and encourage good faith exchanges built on mutual respect and understanding.
4. Develop and endow practical solutions to the unique challenges which our people face on their way to a better future.
5. Promote the exercise by all Cubans of the rights guaranteed by the Universal Declaration of Human Rights on its 50th anniversary, by individually partaking of our own rights, limited only by the unwavering respect for the rights of others and constraints imposed by force.
6. Foster freedom to travel to and from Cuba, as endorsed by Article XIII of said Declaration, including the return of all emigres.
7. Advance the public debate beyond sterile polemic limitations regarding issues over which only the governments with the means to resolve them have jurisdiction.
8. Contribute to the restoration of Cuba's civil society, family and patriotic values, and respect for the work ethic by example, with our conduct and good works.
8. Witness our love of country by the sacrifice of our individual interests to the common good.
10. Support ethical solutions consistent with our objectives.
- B. Within the scope of the foregoing, ASÍ is specifically organized for the following purposes:
 1. To organize, support and promote cooperative relations, meetings, forums and the exchange of ideas with other corporations, groups, and individuals sharing the same goals and ideals, specifically including, with out limitation, non-profit foundations devoted to similar purposes.
 2. To submit proposals to institutions of public and private education to help with the promotion of its goals.

Instrument Prepared by: Ricardo Martinez-Cid /

Florida Bar Number: 157029

1699 Coral Way, Suite 510, Miami, Florida 33145

Telephone (305) 859-7494/ Facsimile (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H98000006014

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3. To distribute information such as magazines, newspapers, informative newsletters and radio and television programs related to the goals of ASÍ.
4. To organize, support and promote seminars, and educational conferences to promote community participation and individual skills consistent with the goals of ASÍ.
5. To organize, support and promote cooperative efforts between ASÍ and other domestic and international institutions sharing similar goals.
6. To otherwise organize, support and promote our goals by all means lawful for a Florida corporation not for profit and entitled to non-profit status under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of subsequent federal tax laws.
7. To implement programs and projects geared to reach its goals.
8. To either qualify as a non governmental organization recognized under the United Nations Charter or promote a parallel organization so qualified to promote its goals.
9. To promote and organize fund-raising efforts to support and promote the foregoing objectives, programs and projects.

ARTICLE IV
GENERAL POWERS

General powers of ASÍ shall be all powers incident to promoting its objectives.

ARTICLE V
MEMBERS

The initial members of ASÍ are: CARMEN ALBA, ENRIQUE ALBA, WILFREDO O. ALLEN, JORGE ALONSO, ROLANDO BEHAR, MARIO L. CABELLO, ULISES CHIRINO, PEDRO DÍAZ MÉNDEZ, LUIS FERNÁNDEZ ARENA, LEOPOLDO GÓMEZ, RICARDO MARTÍNEZ-CID, ALEJANDRO MORALES, PABLO PEREZ CISNEROS, WILLIAM SÁNCHEZ and ANTONIO ZAMORA, all of 1699 Coral Way, Suite 510, Miami, Florida 33145. Future members shall be invited to participate, as provided in the manner established in the By-Laws.

ARTICLE VI
DIRECTORS

The initial Board of Directors of ASÍ are: ANTONIO ZAMORA, WILLIAM SÁNCHEZ, PABLO PEREZ CISNEROS, ALEJANDRO MORALES RICARDO MARTÍNEZ-CID,

Prepared by: Ricardo Martinez-Cid / Florida Bar Number: 157029
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H98000006014

PEDRO DÍAZ MÉNDEZ, LEOPOLDO GÓMEZ, LUIS FERNÁNDEZ ARENAS, ULISES CHIRINO, MARIO L. CABELLO, ROLANDO BEHAR, JORGE ALONSO, WILFREDO O. ALLEN, ENRIQUE ALBA and CARMEN ALBA, all of 1699 Coral Way, Suite 510, Miami, Florida 33145. The number and identity of future directors shall be elected in the manner established in the By-Laws.

ARTICLE VII
INITIAL PRINCIPAL OFFICE, RESIDENT AGENT & OFFICERS

The principal office of ASÍ is 33145 Coral Way, Suite 510, Miami, Florida 33145. The initial resident agent of ASÍ is RICARDO MARTÍNEZ-CID of 1699 Coral Way, Suite 510, Miami, Florida 33145. The initial officers of ASÍ are ENRIQUE ALBA: president, MARIO L. CABELLO: Secretary, and LUIS FERNÁNDEZ ARENA: Treasurer, all of 1699 Coral Way, Suite 510, Miami, Florida 33145. They should serve until their resignation, removal from office by the directors, or election of their successors at a special meeting of the Board of Directors to be held at an special meeting held for that purpose no later than thirty (30) days from date, in the manner established in the By-Laws.

ARTICLE VIII
CORPORATE BEGINNING AND EXISTENCE

ASÍ shall begin its corporate existence upon the filing of these Articles with the Secretary of State, and shall have perpetual existence.

ARTICLE IX
BY-LAWS

The Board shall adopt By-Laws consistent with these Articles.

ARTICLE X
AMENDMENT TO ARTICLES

These Articles may be altered, amended, or repealed by resolution of the Board, in the manner established in the By-Laws.

ARTICLE XI
SUBSCRIBERS

The names and addresses of the subscribers are: CARMEN ALBA, ENRIQUE ALBA, WILFREDO O. ALLEN, JORGE ALONSO, ROLANDO BEHAR, MARIO L. CABELLO, ULISES CHIRINO, LUIS FERNÁNDEZ ARENA, LEOPOLDO GÓMEZ, RICARDO MARTÍNEZ-CID, ALEJANDRO MORALES, PABLO PEREZ CISNEROS, WILLIAM SÁNCHEZ and ANTONIO ZAMORA, all of 1699 Coral Way, Suite 510, Miami, Florida 33145.

ARTICLE XII
INITIAL CORPORATE AND REGISTERED OFFICE

ASÍ shall have its initial registered office at 1699 Coral Way, Suite 510, Miami, Florida 33145.

Prepared by: Ricardo Martinez-Cid / Florida Bar Number: 157029
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494 / Facsimile (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H98000006014

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ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. ASi hereby agrees to indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of ASi to procure a judgement in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture; trust or other enterprise which he/she fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable interest of ASi, such action was in the best interest of the reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of ASi or that he/she had reasonable grounds for belief that such action was unlawful.
2. By or in the right of ASi to procure a judgement in this favor by reason of his being or having been a director or officer of ASi, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he/she served at the request of ASi, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of ASi. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to ASi unless, and only to the extent that, the court, administrative proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all

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circumstances of the case, such person is fairly and reasonable entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of ASí to indemnify under applicable law.

ARTICLE XIII

TRANSACTION IN WHICH DIRECTORS OFFICERS AND MEMBERS ARE INTERESTED

A. No contract or transaction between ASí and one or more of its directors or officers, or between ASí and any other corporation, partnership, association, officers are directors or officers, have a financial interest, shall be invalid, void or voidable solely for this reason, or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of ASí shall incur liability by reason of the fact that he/she is or may be interested in any such contract or transaction.

B. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorized the contract or transaction.

C. No part of the net earnings of ASí shall inure to the benefit of any Member, Director or Officer of ASí or any private individual. Provided, however, that (i) reasonable compensation may be paid for services rendered by any Member, Director or Officer to or for ASí, and (ii) this provision shall not prohibit the reimbursement of funds advanced to, for or on behalf of ASí by any Member, Director or Officer when said funds are advanced with the consent and knowledge of ASí, evidenced by the written approval of the majority of the Board, including, without limitation, transportation and other travel expenses.

ARTICLE XIV

DISSOLUTION OF ASí

A. Upon dissolution of ASí, all of its assets, remaining after provision for creditors and payment of all costs and expenses of such dissolution, shall be distributed to other non-profit corporation(s) devoted to similar goals.

B. ASí may be dissolved upon a resolution to that effect being recommended by three-fourth (3/4) of the members of the Board, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.05 or statute of similar import, and approved by two-thirds (2/3) of the voting rights of ASí's members.

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H98000006014

IN WITNESS WHEREOF, the said subscribers have hereto set their hands and seals this 17th day of March, 1998.

WFL OAK

Pablo Perez - Cisneros

Matyuz

Carroll

WFL

Ricardo Fernandez
Mario L. Colullo

Carroll

~~WFL~~

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WFL

WFL

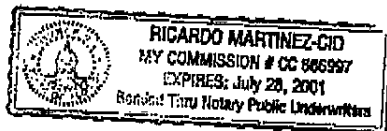
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WFL

FLORIDA BAR NO. 157029 / AUDIT NUMBER: *H 98000006014*

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me by CARMEN ALBA, ENRIQUE ALBA, WILFREDO O. ALLEN, JORGE ALONSO, ROLANDO BEHAR, MARIO L. CABELLO, ULISES CHIRINO, LUIS FERNÁNDEZ ARENAS, LEOPOLDO GÓMEZ, RICARDO MARTÍNEZ-CID, ALEJANDRO MORALES, PABLO PERÉZ CISNEROS, WILLIAM SÁNCHEZ and ANTONIO ZAMORA, under oath, this 17th of March, 1998, who are personally known to me.



[Signature]

Notary Public

State of Florida at Large

My commission expires:

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me by RICARDO MARTÍNEZ-CID, under oath, this 17th of March, 1998, who is personally known to me.

NOTARY PUBLIC - STATE OF FLORIDA
RITA M. MARTINEZ-CID
COMMISSION # CC836818
EXPIRES 4/8/2001
BONDED THRU ASA 1-888-NOTARY1

[Signature]

Notary Public

State of Florida at Large

My commission expires:

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1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That ACCIÓN SOLIDARIA INDEPENDIENTE INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Miami-Dade, has named RICARDO MARTINEZ-CID of 1699 Coral Way, Suite 510, Miami, Florida 33145, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of
ACCIÓN SOLIDARIA INDEPENDIENTE INC.

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this 17th day of March, 1998.


RICARDO MARTINEZ-CID
Registered Agent

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 MAR 31 AM 11:55

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