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March 30, 1998

Division of Corporations
Secretary of State
The Capitol
Tallahassee, Florida 32304

100002484971--2

-04/10/98--01058--002

*****70.00 *****70.00

Re: FUNDACION HUMANISMO SIN FRONTERAS, INC.
a Florida Nonprofit Corporation

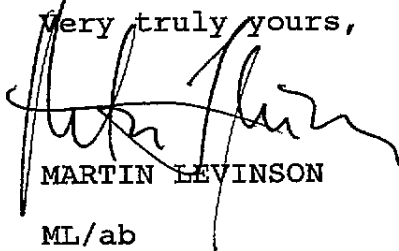
Gentlemen:

Enclosed is the signed original and one copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$70.00 for filing and certified copy fees.

Please process this at your earliest opportunity, and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,



MARTIN LEVINSON

ML/ab

Enclosures.

FILED
98 APR 10 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-13-98

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98 APR 10 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Fundacion Humanismo Sin Fronteras, Inc.
A FLORIDA NONPROFIT CORPORATION
ARTICLE ONE

Name

The name of the Corporation is : Fundacion Humanismo Sin Fronteras, Inc.

ARTICLE TWO

Principal Office and Address

The address of the principal office of the corporation is 2960 Coral Way, Miami, Florida, and the mailing address of the corporation is 2960 Coral Way, Miami, Florida, 33145.

ARTICLE THREE

Duration

The term of existence of the Corporation is perpetual; and the corporate existence will commence on the filing of these articles by the Department of State.

ARTICLE FOUR

Purpose

The purposes for which the Corporation is organized are charitable. Specifically to form a foundation for humanitarian purposes with unlimited frontiers.

Generally to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Florida], or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

Restrictions on Corporate Purpose

- (1) The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
 - (2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and
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reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or Officer of the corporation, or any 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 include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

- (3) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code , or corresponding provisions of any subsequent federal tax laws.
- (4) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code , or corresponding provisions of any subsequent federal tax laws.
- (5) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code , or corresponding provisions of any subsequent federal tax laws.
- (6) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code , or corresponding provisions of any subsequent federal tax laws.
- (7) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code , or corresponding provisions of any subsequent federal tax laws.
- (8) 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 Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.
- (9) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court] of Dade County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE FIVE

Directors

The method of election of the directors of the Corporation is set forth in the bylaws.

ARTICLE SIX

Registered Office and Agent

The initial registered office of the Corporation shall be located at 2960 Coral Way, Miami, Florida 33145. The initial registered agent of the Corporation at that address shall be Evelio Cepero.

ARTICLE SEVEN

Incorporators

The name and residence addresses of the incorporator is:

Evelio D.Cepero, 2960 Coral Way, Miami, Florida 33145.

IN WITNESS WHEREOF, I have subscribed my name this 30, day of March, 1998..

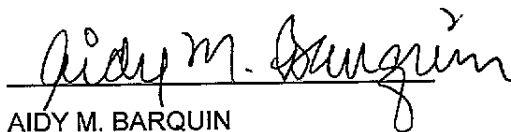


Evelio D. Cepero, Incorporator

STATE OF FLORIDA

COUNTY OF DADE

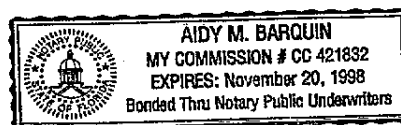
The foregoing instrument was acknowledged before me this 30th day of March, 1998, by EVELIO D. CEPERO, who is personally known to me or who has produced his Florida Driver's License, as identification.



AIDY M. BARQUIN

Notary Public, State of Florida

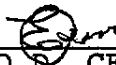
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of FUNDACION HUMANISMO SIN FRONTERAS which is contained in the foregoing Articles of Incorporation.

DATED this 30th day of March, 1998.



EVELIO D. CEPERO
Registered Agent

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98 APR 10 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA