

5/01/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:51 AM

N 98000008282 2519
(((H98000008282 9)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: FOR COLOMBIA CON GANAS, INC.

AUDIT NUMBER.....H98000008282

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

Connect: 00:01:26

FILED
98 MAY -1 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-9828

F. CHESSEN MAY 1 1998

5/01/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:51 AM

((H98000008282 9))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: POR COLOMBIA CON GANAS, INC.
AUDIT NUMBER.....H98000008282
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 6
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

Connect: 00:01:26

By Colombia with
Desire, Inc.

FILED
98 MAY -1 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

448000008282

ARTICLES OF INCORPORATION
OF
POR COLOMBIA CON GANAS, INC.

FILED
98 MAY -1 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is POR COLOMBIA CON GANAS, INC.,
a corporation not for profit.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved
according to law and such existence shall commence at the time of
the filing of these Articles of Incorporation by the Department of
State. The principal place of business of this corporation is:
520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

ARTICLE III

PERMITTED ACTIVITY

The Corporation may engage in activities or businesses to
promote the participation of young Colombians residing abroad to
engage in a productive, cohesive and lasting effort to assist noble
causes for Colombians, create a better image of Colombia abroad and
promote leadership from abroad and other lawful purposes not for
pecuniary profit, as permitted under the laws of the United States
and of the State of Florida.

Prepared by:
MARCO E. ROJAS,
Fla. Bar No. 0940453
FREEMAN BUTTERMAN & HABER, LLP.
520 Brickell Key Drive, O-305
Miami, Florida 33131
(305) 374-3800

448000008282

+H8000008282

ARTICLE IV

ELECTION OF DIRECTORS

The manner in which the election of directors will be held will be stated in the corporate bylaws.

ARTICLE V

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131. The initial Registered Agent at that address is Marco E. Rojas.

ARTICLE VI

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than three persons, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Directors of the Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

Marco E. Rojas
Jorge Villa
Eduardo Gaitan
Juanita Perdomo
Fernando Arias
Juan Carlos Uribe
Alex Taranu
Juanita Concha
Javier Navarrete
Alvaro Rodriguez
Carlos Lemos

520 Brickell Key Drive
Suite O-305
Miami, Florida 33131

+H8000008282

+H8000008282

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is: Marco E. Rojas,
520 Brickell Key Dr., Suite O-305, Miami, Florida 33131.

ARTICLE VIII
INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suite or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this 1st day of May, 1998.



MARCO E. ROJAS

+H8000008282

+H8000008282

STATE OF FLORIDA)
)
COUNTY OF DADE)

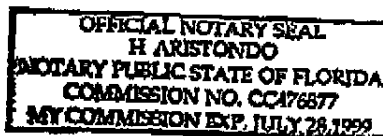
BEFORE ME, the undersigned authority, personally appeared MARCO E. ROJAS, personally known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me according to law, that he made and subscribed the same for the purpose therein mentioned and set forth.

WITNESS my hand and official seal in the County and State named above this May 1st, 1998.

My commission expires:



Notary Public - State of Florida



+H8000008282

H98000008282

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: POR COLOMBIA CON GANAS, INC.
2. The name and address of the Registered agent and office is: Marco E. Rojas, 520 Brickell Key Drive, Suite O-305, Miami, Florida 33132

Signature: _____

Marco E. Rojas

Title: Registered Agent

Date: May 1, 1998

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: _____

Marco E. Rojas

Date: May 1, 1998

FILED
98 MAY -1 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98000008282