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TRANSMITTAL LETTER

5/10/1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 PM 3:10

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

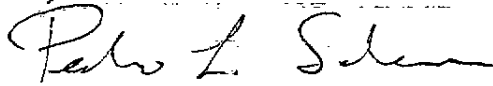
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-05/18/98-01083--005
*****122.50 *****122.50

Re: ACCION: CUBA, INC.

Enclosed please find the original and one copy of the articles of incorporation,
together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, certified Copy of Articles of Incorporation
and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



Pedro L. Solares
1210 West 64th. Terrace
Hialeah, FL 33012

for

ACCION: CUBA, INC.
7175 S.W. 8th. Street
Suite 217
Miami, FL 33144
Tel.: (305) 262-2727
Fax: (305) 262-2212

D. BROWN MAY 21 1998

**ARTICLES OF INCORPORATION
OF
ACCION:CUBA, INC.**

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The undersigned incorporators, for the purpose of forming a corporation under the State of Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:
Accion:Cuba, Inc.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be:
7175 South West 8th. Street, Suite 217, Miami Florida, 33144

ARTICLE III

The specific purpose for which this corporation is organized is:
To promote Democracy and the development of the civil society in Cuba through education, training in political organizing, dissemination of information and the exchange of ideas.

ARTICLE IV

The Incorporators signing these Articles of Incorporation shall appoint nine persons of good character to be the initial directors, forming the Board of Directors. Thereafter and unless changed in the By-laws, vacancies in the said Board of Directors shall be filled by persons of good character selected by a vote of at least three fifths of the directors.

ARTICLE V

The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than five nor more than fifty.

ARTICLE VI

The only members of this corporation shall be the directors.

ARTICLE VII

The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than five nor more than fifty

ARTICLE VII

The name and street address of the initial registered agent is:

Pedro L. Solares - 1210 West 64th Terrace, Hialeah, Florida 33012

ARTICLE VIII

The names and addresses of the Incorporators signing these Articles of Incorporation are:

Dr. Antonio Gordon 14134 South West 77th Street, Miami, Florida 33183

Evangelina Vidana 6035 South West 32nd Street, Miami, Florida 33155

Tomas Rodriguez 450 South West 65th Avenue, Miami, Florida 33144

The undersigned incorporators have executed these Articles of Incorporation this 6th day of May, 1998.

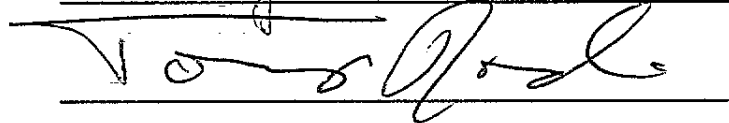
Dr. Antonio Gordon



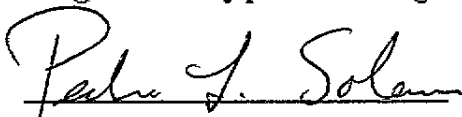
Evangelina Vidana



Tomas Rodriguez



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 agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



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