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PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MIRTA PENELAS FOUNDATION, INC.

AUDIT NUMBER.....H98000011525

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF
MIRTA PENELAS FOUNDATION, INC.

(a corporation not for profit)

The undersigned incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I.
NAME.

The name of this corporation is:

Mirta Penelas Foundation, Inc.

ARTICLE II.
PRINCIPAL OFFICE AND MAILING ADDRESS.

The address of the principal office and the mailing address of the Corporation is:

6209 N.W. 171 Street
Hialeah, Florida 33015

ARTICLE III.
PURPOSES

A. This corporation is organized and shall operate exclusively for the purpose of establishing a daycare and/or educational facility for promising children of low income means. Such purposes shall include, but not be limited to, organizing efforts and receiving donations to acquire an establishment to act as a daycare and/or educational facility, and to acquire and distribute any and all materials to further this purpose, but shall be limited in all events to

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exempt purposes described in Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes the corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

B. As a means and incidental to accomplishing the purposes for which this corporation is being operated, it shall have the following powers:

- (1) To solicit, accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and
- (2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and
- (3) To borrow money but only as authorized by its Board of Directors, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and
- (4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations contained in any bequest, devise, grant or gift; and

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- (5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and
- (6) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this corporation may exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

D. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any director or officer of the corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

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F. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to one or more organizations then described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or to the federal, state or local government for exclusively public purposes.

ARTICLE IV.
TERM OF EXISTENCE.

This corporation shall exist perpetually.

ARTICLE V.
DIRECTORS.

This corporation shall have Nine (9) Directors, initially. The number of Directors may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). Directors shall be elected as provided in the Bylaws.

All corporate power shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the Directors of the corporation. The corporation shall have no members and the Directors shall have the sole voting power.

The names and addresses of the initial Board of Directors who shall serve only until the first annual meeting of Directors are:

LUIS PENELAS, SR.
6209 N.W. 171 Street
Hialeah, Florida 33015

LUIS PENELAS, JR.
1670 Lincoln Road court
Apartment 3B
Miami Beach, Florida 33139-2157

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PEDRO PABLO TORRES, JR.
9830 S.W. 4th Street
Miami, Florida 33174

DAISY HERNANDEZ
15110 Garvock Place
Miami Lakes, Florida 33016

HUMBERTO AMARO
5859 S.W. 24 Street
Miami, Florida 33155

JESUS FERNANDEZ
11830 S.W. 24th Terrace
Miami, Florida 33175

CRISTINA POZO
3191 Coral Way
Suite 704
Miami, Florida 33145

RAUL POZO
3191 Coral Way
Suite 704
Miami, Florida 33145

MARTHA ALAYON
10440 S.W. 71st Avenue
Miami, Florida

**ARTICLE VI.
REGISTERED AGENT.**

The name and address of the registered agent of the corporation is:

A&P Registered Agent, Inc.
2450 S.W. 137th Avenue
Suite 226
Miami, Florida 33175

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**ARTICLE VIII.
INCORPORATOR.**

The name and address of the incorporator of the corporation is:

Luis Penelas, Sr.
6209 N.W. 171 Street
Hialeah, Florida 33015

IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of
Incorporation at Miami, Dade County, Florida, this 17th day of June, 1998.



LUIS PENELAS, SR., Incorporator

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

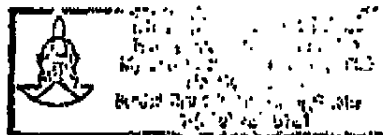
BEFORE ME, a Notary Public, personally appeared LUIS PENELAS, SR., to me
known to be the person described as Incorporator and who executed the foregoing Articles of
Incorporation, and he acknowledged before me that he subscribed to these Articles of
Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 17th day of
June, 1998.



Notary Public
State of Florida at Large

My Commission Expires:



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**CERTIFICATE DESIGNATING OFFICE FOR THE
SERVICES OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 617.023, Florida Statutes, the following is submitted, in compliance with said Act:

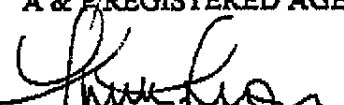
First: That the MIRTHA PENELAS FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, at 6209 N.W. 171 Street, has named A&P REGISTERED AGENT, INC., located at 2450 S.W. 137TH Avenue, Suite 226, Miami, Florida, 33175, as its registered agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named the registered agent for the above stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity.

Dated this 17th day of June, 1998.

A & P REGISTERED AGENTS, INC.,

By: 
Ivette Halphen Leon, Esq., President

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