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NAME: THE ETIEVAN FOUNDATION

AUDIT NUMBER.....H98000011934

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

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 26, 1998

EMPIRE

SUBJECT: THE ETIEVAN FOUNDATION  
REF: W98000014731

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan  
Document Specialist

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ARTICLES OF INCORPORATION

OF

THE N. ETIEVAN FOUNDATION CORP.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the followings Articles of Incorporation:

ARTICLE I - NAME

The name of the not-for-profit Corporation is THE N. ETIEVAN FOUNDATION CORP..

ARTICLE II - PRINCIPAL OFFICE

The Corporation's principal place of business and mailing address shall be: 501 Brickell Key Drive, Suite 400, Miami, Florida 33131.

ARTICLE III - PURPOSE

The specific purposes for which the Corporation is organized are:

- (a) To promote an integral education which consists of helping human beings to develop in a balanced way his or her mental, emotional, physical, instinctive and psychological possibilities; and
- (b) To provide human beings (his or her) with a sense of responsibility, capacity to relating to himself or herself and to the world around them, and at the same time, to stimulate their positive, creative, artistic and practical possibilities.

Everything said above follows closely the model development by Nathalie de Ethievan, which has been followed for many years in several schools in South America.

PREPARED BY:

Eduardo Fernandez, Esquire  
Slosbergas & Fernandez, L.L.P.  
501 Brickell Key Drive, Suite 400  
Miami, FL 33131  
FLORIDA BAR NO. 395889

(305) 374.7020

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#### ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be as follows:

The Board of Directors shall consist of three (3) Rotative Directors and three (3) Directors-For-Life. The Principal Director-For-Life of the Corporation shall be NATHALIE DE ETIEVAN.

The Principal Director-For-Life shall name the three (3) Rotative Directors, which Rotative Directors shall hold their position for three (3) years, and their position may be renewed as determined by the Principal Director. Likewise, the Principal Director shall name the additional two Directors-For-Life, of which the Principal Director shall be one.

The three named Directors-for-Life shall be:

- NATHALIE DE ETIEVAN, Principal Director-For-Life
- FLAVIO SANTANDER, Director-For-Life
- MARCUS ELIAS, Director-For-Life

The three named Rotative Directors shall be:

- GLORIA ALVAREZ, Rotative Director
- ROBERTO TORSKE, Rotative Director
- JOSE MIGUEL VELASQUEZ, Rotative Director

In case of the death of the Principal Director-For-Life, a new Director-For-Life will be appointed by the two other Directors-For-Life.

After the death of Nathalie de Etievan, the position of Principal Director-For-Life shall no longer exist. All other directors (For-Life and Rotative) will be appointed by unanimous decision by the existing Board of Directors.

#### ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

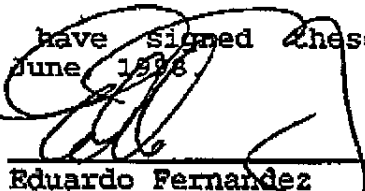
The name and address of the initial Registered Agent for the Corporation shall be: Eduardo Fernandez, 501 Brickell Key Drive, Suite 400, Miami, Florida 33131.

#### ARTICLE VI - INCORPORATOR

The name and address of the incorporator is: Eduardo Fernandez, 501 Brickell Key Drive, Suite 400, Miami, Florida 33131.

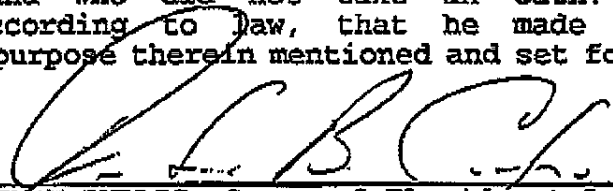
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IN WITNESS WHEREOF, I have signed these Articles of  
Incorporation this 2nd day of June 1998.

  
Eduardo Fernandez

STATE OF FLORIDA     )  
                              :SS.  
COUNTY OF DADE     )

The foregoing Articles of Incorporation was acknowledged  
before me this 2nd day of June, 1998, by Eduardo Fernandez who is  
personally known to me and who did not take an oath. He  
acknowledged before me according to law, that he made and  
subscribed the same for the purpose therein mentioned and set forth  
therein.

  
NOTARY PUBLIC, State of Florida at Large  
NOTARY: Teresita B. Castro  
My Commission Expires:



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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 2207.0501, 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 not-for-profit corporation is: **THE N. ETIEVAN FOUNDATION CORP..**
2. The name and address of the Registered agent is: Eduardo Fernandez, 501 Brickell Key Drive, Suite 400, Miami, FL 33131.

Signature: 

Title:

Registered Agent and Incorporator

Date:

June 2nd, 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: 

Date:

June 2nd, 1998

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