

8/05/98

FLORIDA DIVISION OF CORPORATIONS
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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: INTERNATIONAL AID FOR UNDERPRIVILEGED CHILD

AUDIT NUMBER.....H98000014479

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

PAGES..... 5

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 5, 1998

EMPIRE

SUBJECT: INTERNATIONAL AID FOR UNDERPRIVILEGED CHILDREN, INC.
REF: W98000017751

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**ARTICLES OF INCORPORATION
NOT FOR PROFIT CORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be:

INTERNATIONAL AID FOR UNDERPRIVILEGED CHILDREN, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

19200 SW 127 AVENUE, MIAMI, FLORIDA

**ARTICLE III
PURPOSE(S)**

The specific purpose(s) for which the corporation is organized is (are):

A. Providing needed funds for underprivileged children residing in the United States, the Caribbean and Latin America.

B. To operate exclusively in any other manner for such arts and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent Federal Tax Laws, covering the distribution to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundation and private operating foundations.

**ARTICLE IV
MANAGEMENT OF CORPORATE AFFAIRS AND
MANNER OF ELECTION OF DIRECTORS**

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three (3), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

COSME J. DE LA TORRIENTE, P.A.
Attorney and Counsellor at Law
155 S.W. 25th Road
Miami, Florida 33129
Telephone: (305) 857-3434
Fax: (305) 858-8824

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Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 5:00 p.m. on the first Tuesday of January on each year at the principal address of the corporation or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

JORGE A. LOPEZ	19200 SW 127 AVENUE, MIAMI, FLORIDA
DAISY SIERRA	16982 SW 113 COURT, MIAMI, FLORIDA 33157
OLGA BENTANCOURT	16982 SW 113 COURT, MIAMI, FLORIDA 33157

ARTICLE V

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

COSME DE LA TORRIENTE, ESQUIRE 155 SW 25TH ROAD, MIAMI, FLORIDA 33129

ARTICLE VI

CAPITAL STOCK

This corporation is organized under a non stock basis.

ARTICLE VII

DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one (1) or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local government for exclusive public purpose.

ARTICLE VIII

MEMBERSHIP

The qualification for members and the manner for their admission shall be regulated by the By-Laws of this corporation.

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ARTICLE IX
AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, wither by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE X
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

ARTICLE XI
DURATION

The term of existence of the corporation is perpetual, unless sooner dissolved in accordance with the laws of the State of Florida. The date in which corporate existence shall begin shall be the date of incorporation.

ARTICLE XII
INCORPORATOR


The name and address of the Incorporator to these Articles of Incorporation is:

JORGE A. LOPEZ

19200 SW 127 AVENUE, MIAMI, FLORIDA

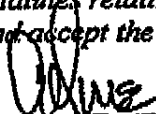


Signature/Incorporator

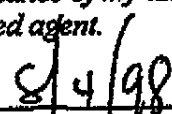


Date

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 the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent



Date

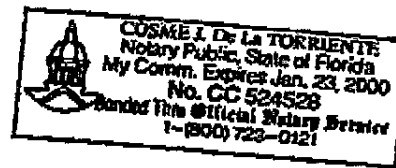
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The forgoing instrument was acknowledged before me this 5 day of Aug, 1998 by JORGE
A. LOPEZ, as Incorporator who is personally known to me or who produced a Florida Driver
License as proper identification and who did not take an oath. L 120 420 63 2530

Cosme
Notary Public

8/5/98
Date



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