

N98000006080

October 16, 1998

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

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-10/23/98--01017--001
*****88.50 *****88.50

Dear Sir/Madam:

Enclosed are the original Articles of Incorporation of American-Nicaraguan Society for Development, Inc., a copy for certification, and money order amounting US\$ 88.50 as detailed below:

Filing Fees	US\$ 35.00
Registered Agent Designation	35.00
Certified copy (1 additional page)	9.75
Certificate of Status	8.75

Total US\$ 88.50

The total was calculated using the schedule of Corporation Fees in the Internet page "Corporations Online."

Looking forward to hearing from you soon, I remain,

Sincerely,


Jose J. Castillo

c: File
Enclosures (4)

FILED
98 OCT 23 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. Hall
OCT 26 1998

**ARTICLES OF INCORPORATION
OF
AMERICAN-NICARAGUAN SOCIETY FOR DEVELOPMENT, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this Corporation is:

AMERICAN-NICARAGUAN SOCIETY FOR DEVELOPMENT, INC.

The principal office and mailing address of this Corporation is:

**13424 S. W. 59 Lane
Miami, Florida 33183**

ARTICLE II - CORPORATE NATURE

This is a non-profit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not-For-Profit Law set forth in Section 617, Florida Statutes.

ARTICLE III - DURATION

This Corporation is to exist perpetually.

ARTICLE IV - PURPOSE

The Corporation has the specific purposes of raising funds and collecting donations, including but not limited, in the form of goods, commodities, supplies, equipment, and services to support the development of social and welfare programs on behalf of the people of Nicaragua. The Corporation shall also perform any lawful business for which non-profit organizations may be incorporated under the Florida Statutes.

ARTICLE V - MEMBERS

The Corporation shall have members. Membership shall be open to all those persons interested in the corporate purpose. Persons meeting such qualifications shall become regular members after obtaining approval from the Board of Directors and declaring their intentions to abide by these articles of incorporation and the By-Laws. The By-Laws will further regulate the membership. The Board of Directors may, from time to time, admit sponsoring members, granting such status to any natural or legal person for their continued support to the causes and purposes of the Corporation. It may also appoint Honorary Members, granting such status to people for their services to the Corporation. Sponsoring Members and Honorary Members do not have to meet the qualifications of regular Members who are the only ones with voting rights.

ARTICLE VI - REGISTERED AGENT AND OFFICE

The address of the Corporation' Registered Office shall be **13424 S.W. 59 Lane, Miami, Florida 33183**, and the name of the Registered Agent at said address shall be **Jose J. Castillo**.

ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors.

The Powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, consisting of not less than three (3) persons.

The Corporation shall have five (5) Directors initially. The number of Directors may be increased or diminished from time to time in such a manner as may be prescribed in the By-Laws, but there shall never be less than one (1) Director.

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

The Directors appointed at the second annual meeting, and at all times thereafter shall serve for a term of three (3) years until the annual meeting of members following the appointment of Directors and until qualification of the successors in office. Annual meetings shall be held at Miami, Florida, on the fifth of January of each year, 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 provisions 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 name and street addresses of the initial members of the Board of Directors of this Corporation are as follows:

NAME:

ADDRESS:

Jose J. Castillo

13424 S. W. 59 Lane
Miami, Florida 33183

Armando J. Molina

14805 S. W. 97 Terrace
Miami, Florida 33196

Marco A. Cajina	15530 S. W. 145 Court Miami, Florida 33177
Armando A. Estrada	12693 N. W. 8 Way Miami, Florida 33182
Mariano J. Perez	9233 S. W. 166 Court Miami, Florida 33196

B. Corporate Officers

The Board of Directors shall elect the following officers: President, Vice President, Secretary, Treasurer, and such other officers as the By-Laws of this Corporation may authorize the Directors to appoint from time to time. Initially, such officers shall be appointed at the second annual meeting of the Board of Directors. Until such appointment is held, the following persons shall serve as the corporate officers:

NAME:	ADDRESS:
President: Armando J. Molina	14805 S. W. 97 Terrace Miami, Florida 33196
Vice President: Jose J. Castillo	13424 S. W. 59 Lane Miami, Florida 33183
Secretary: Marco A. Cajina	15530 S. W. 145 Court Miami, Florida 33177
Treasurer: Mariano J. Perez	9233 S. W. 166 Court Miami, Florida 33196
Director: Armando A. Estrada	12693 N. W. 8 Way Miami, Florida 33182

ARTICLE VIII - EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the Corporation shall inure the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

D. Notwithstanding any provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE IX - DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as

an exempt organization or organizations under Section 501 (c) (3) or the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X - SUBSCRIBERS

The name and residence addresses of the subscribers of this Corporation are as follows:

NAME:

ADDRESS:

Mariano J. Perez

9233 S. W. 166 Court
Miami, Florida 33196

Armando A. Estrada

12693 N. W. 8 Way
Miami, Florida 33182

ARTICLE XI - 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, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII - DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to religious, educational, charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer, or member thereof, or to the benefit of any private individual.

ARTICLE XIII - AMENDMENT OF ARTICLES

Amendment 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.

We, the undersigned, being the Subscribers and Incorporators of this Corporation, for the purposes of forming this nonprofit corporation under the Laws of the State of Florida, have executed these Articles of Incorporation, this 15th day of October of 1998.

NAME

SIGNATURE

Mariano J. Perez

A handwritten signature in black ink, appearing to read "Mariano J. Perez", written over a horizontal line.

Armando A. Estrada

A handwritten signature in black ink, appearing to read "Armando A. Estrada", written over a horizontal line.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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

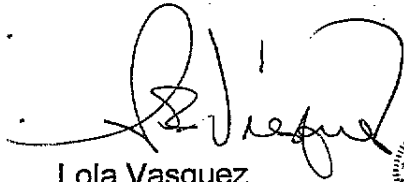
10/15/98.
Date

FILED
98 OCT 23 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF DADE**

BEFORE ME, the undersigned authority, personally appeared Mariano J. Perez and Armando A. Estrada to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of October of 1998.



Lola Vasquez
Notary Public
State of Florida



Lola Vasquez
MY COMMISSION # CC644208 EXPIRES
May 4, 2001
BONDED THRU TROY FAIR INSURANCE, INC.