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FLORIDA NON-PROFIT CORPORATION

hispanic-american arts center, corp.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 25, 1999

EMPIRE

SUBJECT: HISPANIC-AMERICAN ARTS CENTER, CORP.
REF: W99000007269

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.

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FAX Aud. #: H99000007166
Letter Number: 499A00015167

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**ARTICLES OF INCORPORATION OF
HISPANIC-AMERICAN ARTS CENTER, CORP.**

I the undersigned hereby associate myself for the purpose of becoming Corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a Corporation not for profit.

ARTICLE I: NAME

The name of the Corporation shall be Hispanic-American Arts Center, Corp.

ARTICLE II: PURPOSE

The Corporation is organized and operated exclusively for charities and educational purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1986 as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or by a corporation, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III: DURATION

The term of existence of the Corporation is perpetual, unless dissolved by law.

ARTICLE IV: EARNINGS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions is furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE V: MANAGEMENT OF CORPORATE AFFAIRS

A) Board of Directors: The powers of this Corporation shall exercise its properties controlled, and its affairs conducted by the Board of Directors, consisting of not less than three (3) persons.

William J. Sanchez
10621 N. Kendall Drive
Suite 211
Miami, Florida 33176
Tel: 305-598-6577
Fl Bar# 749060

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Directors shall be elected at the first annual meeting, and at all times thereafter, shall serve for a term of (1) one year. Annual meetings shall be held each year at such time and place that may be designated by resolution.

The names and addresses of the original Board of Directors shall be:

Name	Address
George Sanchez, M.F.A. President	600 NE 36th Street Suite 212 Miami, Florida 33137
Annette Maspons Vice-President	5965 SW 100th Street Miami, Florida 33156
Ignacio Ortiz-Petit, J.D. Treasurer	1827 SW 70th Court Apt A Miami, Florida 33155

B) Corporate Officers: The Board of Directors shall elect the following officers: President, Vice-President, and Treasurer, and such other officers as the By-laws of this Corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE VI: DISSOLUTION

The property of this Corporation is irrevocably dedicated to charitable and educational 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 the benefit of any private person. Upon dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(C)(3) of the Internal Revenue Code.

ARTICLE VII: INCORPORATOR

The name and address of the incorporator of this Corporation is:

William J. Sanchez
10621 N. Kendall Drive Suite 211
Miami, Florida 33176

ARTICLE VIII: AMENDMENT OF BY-LAWS

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Subject to the limitations contained in the By-laws, and any limitations set forth in the Corporation 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 resolution of the Board of Directors, or any other procedure set forth within the By-laws of this Corporation.

ARTICLE IX: REGISTERED AGENT

The name and address of this Corporation registered agent is:

William J. Sanchez
10621 N. Kendall Drive Suite 211
Miami, Florida 33176

ARTICLE X: AMENDMENTS TO ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 and Florida Statutes, the undersigned cooperation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the Corporation is:
HISPANIC-AMERICAN ARTS CENTER, CORP. 600 NE 36th Street Suite 212
2. The name and address of the registered agent is: Miami, Florida 33137

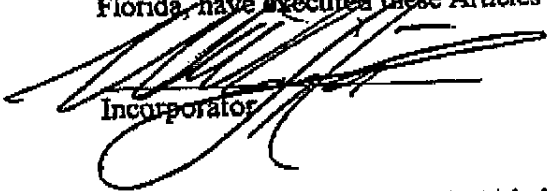
William J. Sanchez
10621 N. Kendall Drive Suite 211
Miami, Florida 33176

Having been named and registered agent an 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 that capacity. I further agree to comply with the provision 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 a registered agent.

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I, William Sanchez, the undersigned, being the Incorporator and Registered Agent for Corporation for the purposes of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 24th day of March, 1999.


Incorporator


Notary Public, State of Florida

Sworn and Subscribed on this 24th day of March of 1999.

Personally Known



Alexander G. Cubes
My Commission CC573359
Expires Jul. 29, 2000

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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