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LOCAL REPRESENTATIVE TALLAHASSEE

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-04/13/99-01047-015
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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ARMENGOL MEMORIAL FOUNDATION, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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 99 APR 13 PM 1:40
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

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 99 APR 13 AM 11:40
 DIVISION OF CORPORATION

4/13

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99 APR 13 PM 1:40

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
ARMENGOL MEMORIAL FOUNDATION, INC.

We, the undersigned acting as subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate ourselves together for the purpose of constituting a foundation, to operate in a non-profit corporation form pursuant to the applicable provisions of the Statutes of the State of Florida relative to corporations not for profit, and we hereby covenant and agree as follows:

ARTICLE I: NAME

The name of this non-profit Corporation shall be:

ARMENGOL MEMORIAL FOUNDATION, INC.

ARTICLE II: PURPOSES

The objectives and purposes for which this Corporation is organized are:

To educate the public in general through the different media of communication available in order to improve their physical, spiritual and emotional health development of the person with the confidential help of our qualified advisors, without cost to the individuals being helped, regardless of race, social position or religious affiliation.

ARTICLE III: PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

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

4445 West 16th Avenue, Suite 403

Hialeah, Florida 33012

ARTICLE IV: LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes, unless limited as follows:

It shall engage only in such activities as the permitted to be carried or by corporation whose income is exempt from taxation and contributions to which are deductible pursuant to the Internal Revenue Code actual or future provisions.

ARTICLE V: TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI: OFFICERS

The affairs of this corporation shall be administered by its Directors, which shall be at least three (3) and Officers, which shall be a president, a secretary and a treasurer, and such other assistant or administrative officers as are determined needed from time to time.

ARTICLE VII: INITIAL DIRECTORS AND OFFICERS

The names and addresses of the persons who shall serve as the initial Directors and officers are as follows:

| | |
|---|-------------------------------|
| SALVADOR ARMENGOL 4445 W. 16th Avenue Suite 403 Hialeah, FL 33012 | Director and President |
|---|-------------------------------|

| | |
|--|-------------------------------|
| FRANCISCA NICOLAS 6441 N.W. 171 St. Miami, FL 33015 | Director and Secretary |
|--|-------------------------------|

| | |
|--|-------------------------------|
| MARIA ALBA DALMACES 6441 N.W. 171 St. Miami, FL 33015 | Director and Treasurer |
|--|-------------------------------|

ARTICLE VIII: BY-LAWS

The Board of Directors shall provide such by-laws for the carrying out of the purposes set forth in Article II of these Articles of Incorporation as they may deem necessary from time to time. Such by-laws may be amended, altered, or rescinded by a majority vote of the director present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX: AMENDMENTS

These Articles of Incorporation may be amended at any special meeting of the Board of Directors called for that purpose, or at any regular meeting of the Board of Directors provided, however, that notice of the fact that an amendment to the Articles of Incorporation is to be considered, shall be given in writing to the Directors in general at least one (1) week prior to the date of such meeting. Upon adoption by the Board of Directors, and upon filing with the Secretary of the State of Florida, the amendment shall become effective as to these Articles of Incorporation.

ARTICLE X: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

**Salvador Armengol
4445 West 16th Avenue, Suite 403
Hialeah, Florida 33012**

ARTICLE XI: INCORPORATORS

The names and street addresses of the incorporators for these Articles of Incorporation are:

| | |
|--------------------------|--|
| Salvador Armengol | 4445 W. 16th Ave., Suite 403 Hialeah, Florida 33012 |
|--------------------------|--|

Francisca Nicolas

6441 N.W. 171 St.
Miami, FL 33015

Maria Alba Dalmaces

6441 N.W. 171 St.
Miami, FL 33015

The undersigned incorporators have executed these Articles of Incorporation this 9 day of April, 1999.



SALVADOR ARMENGOL



FRANCISCA NICOLAS



MARIA ALBA DALMACES

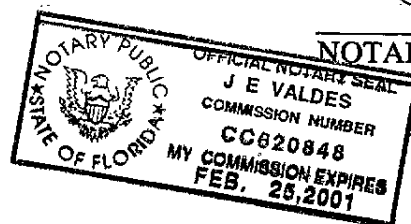
STATE OF FLORIDA


COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and County aforesaid to take acknowledgments, personally appeared **SALVADOR ARMENGOL, FRANCISCA NICOLAS, and MARIA ALBA DALMACES** to me known to be the person(s) described in or who (have)(has) produced Florida Driver License as identification and who executed the foregoing document and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State aforesaid this 9 day of April, 1999.

My commission expires:





NOTARY PUBLIC, State of Florida

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 or 617.0501, 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 corporation is: **ARMENGOL MEMORIAL FOUNDATION, INC.**
2. Then name and address of the registered agent and office is:

Salvador Armengol
4445 W. 16th Avenue, Suite 403
Hialeah, Florida 33012

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.



SALVADOR ARMENGOL

DATE: April 9 1999

99 APR 13 PM 1:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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