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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

HELIOS, N.P.O., INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

F. GIESSEN

APR 16 1999

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ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be:

HELIOS, N.P.O., INC.

ARTICLE II

Principal place of business and mailing address

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

2600 Collins Ave. Suite No. 509 Miami Beach, Florida 33139

ARTICLE III

Purpose(s)

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

The corporation is organized under the Laws of the State of Florida as a non profit organization, to promote cultural, social, artistic, educational and sporting exchanges and assistance between Italy and the United States, but specially between the sister company of the like name, HELIOS, Onlus, incorporated by Protocol No. 5354, dated July 2nd, 1996, of the Ministry of Education (Ministero della Pubblica Istruzione) of the Republic of Italy, domiciled at: C. da Fonte Abeceto, 3, Ripatransone (AP) Italy, of which this corporation is an official representative. The main activities of the corporation will be all those allowed by laws and regulations in connection with a) the organization of conferences and congresses, cultural meetings, art shops, art exhibitions, recitals, lectures, plays, art contests, (musical, literary, painting, dance, etc.), sporting events and tournaments, etc. b) the publication of newsletters, newspapers or magazines.

ARTICLE IV

Manner of election of directors

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

The Manner of elections of the Directors is going to be stated in the by laws of the corporation.

Prepared By: Michael I. Santucci, Esq. FBN 0105160 5101 NW 74th Ave.
Miami, Florida 33166 Phone# 1-800-714-6191

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ARTICLE V

Limitation of corporate powers

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

ARTICLE VI

Initial registered agent and street address

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

HERNAN V. GUTIERREZ 4550 NW 79th Ave. 2-A Miami, Florida 33166

ARTICLE VII

Incorporators

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is(are):

IVAN VERZILLI (DIRECTOR/PRESIDENT)
C. DAF. ABECETO, 4
63038 RIPATRANSONE, ITALY

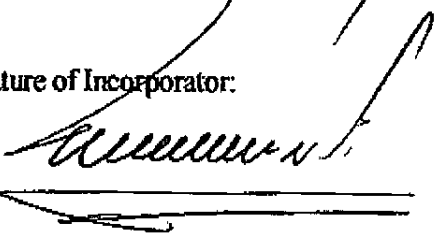
TATINAN ROSA (SECRETARY/TRESURER/
SANT ANDREX 5, DIRECTOR)
63038 RIPATRANSONE, ITALY

HERNAN V. GUTIERREZ (DIRECTOR)
4550 NW 79th Ave. 2-A
Miami, Florida 33166

The undersigned incorporator has executed these Articles of Incorporation this 15 day of April, 19 99.

(An additional article must be added if an effective date is requested)

Signature of Incorporator:



Typed name of incorporator signing

Notarization is not required

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

PURSUANT TO THE PROVISIONS OF SECTION 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:

HELIGS, N.P.O., INC.

(must include suffix)

2. The name and address of the registered agent and office is:

HERNAN V. GUTIERREZ

(NAME)

4550 NW 79th Ave. 2-A

(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

Miami, Florida 33166

(CITY/STATE/ZIP)

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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)

April 15, 1999

(DATE)