

Hughes Hubbard & Reed LLP

201 South Biscayne Boulevard  
Miami, Florida 33131-4332  
Telephone: 305-358-1666  
Facsimile: 305-371-8759

Antonio R. Zamora  
Of Counsel  
305-379-5574

N 990000 2443

March 30, 1999

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

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-04/01/99--01017--003  
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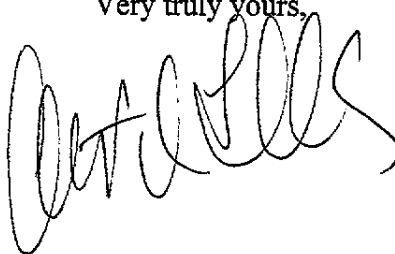
Re: Dante B. Fascell Center for Conflict  
Resolution and Peace, Inc.

Dear Sir or Madam:

Enclosed is an original and a copy of the Articles of Incorporation of Dante B. Fascell Center for Conflict Resolution and Peace, Inc., along with the filing fee of \$78.75.

I would appreciate it if you return to us a certified copy for our records. If you have any questions, please call me at (305) 379-5574.

Very truly yours,



ARZ/dh  
Enc.

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99 APR 16 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W-8139

F. CHESSE

APR 17 1999

F. CHESSE

APR 6 1999

W6-MI982650-005  
One Battery Park Plaza  
New York, NY  
10004-1482  
212-837-6000

47, Avenue Georges Mandel  
75116 Paris, France  
(33) (1) 44.05.80.00

1300 I Street, N.W.  
Washington, D.C.  
20005-3306  
202-408-3600

350 South Grand Avenue  
Los Angeles, CA  
90071-3442  
213-613-2800



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 6, 1999

HUGHES HUBBARD & REED LLP  
201 S BISCAYNE BLVD  
MIAMI, FL 33131-4332

SUBJECT: DANTE B. FASCELL CENTER FOR CONFLICT RESOLUTION AND  
PEACE, INC.  
Ref. Number: W99000008139

We have received your document for DANTE B. FASCELL CENTER FOR  
CONFLICT RESOLUTION AND PEACE, INC. and your check(s) totaling \$78.75.  
However, the enclosed document has not been filed and is being returned for the  
following correction(s):

You must list the corporation's principal office and/or a mailing address in the  
document.

The registered agent and street address must be consistent wherever it appears  
in your document.

Please return the original and one copy of your document, along with a copy of  
this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call  
(850) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 499A00017245

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
DANTE B. FASCELL CENTER FOR CONFLICT RESOLUTION AND PEACE, INC.**

The undersigned, for the purpose of forming a Nonprofit Corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the proposed Corporation is:

DANTE B. FASCELL CENTER FOR CONFLICT RESOLUTION AND PEACE, INC.

**ARTICLE II  
NOT FOR PROFIT**

The Corporation is a Nonprofit Corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under the law.

**ARTICLE III  
DURATION**

The duration (term) of the Corporation is perpetual.

**ARTICLE IV  
PURPOSES**

The Corporation is exclusively organized, and shall be operated exclusively for the following:

To promote conflict resolution and peace amongst nations and peoples of the world, particularly in the Western Hemisphere. The conflict resolution Institution will not only participate in seeking conflict resolution and peace in places where acts of war exist but also in places in need of social peace.

A. To function as nonpartisan, nonprofit Institution financed by grants and private donations from individuals, foundations, and corporations. The organization is committed to human rights and to promote peace through justice, development and democracy. It is aimed to support and to implement projects in Agriculture, Medicine, Education, Housing and Development in the world's poorest regions. The Center promotes volunteerism and education in order to reach self-sufficiency and peaceful living conditions everywhere.

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TALLAHASSEE, FLORIDA

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitations as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth therein.

C. To operate exclusively to promote conflict resolution and peace amongst nations and peoples purposes in manners that will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any other corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

D. To do such other things as are incidental to the purposes of the Corporation of necessary or desirable in order to accomplish them.

#### ARTICLE V LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors, or Officers, but 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 4 (Purposes) hereof.

#### ARTICLE VI MEMBERS AND INCORPORATORS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The By-Laws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the By-Laws, but who shall not have the right to vote. The names and addresses of the initial Voting Members who are also the incorporators signing these Articles of Incorporation are as follows:

NAME:

ADDRESS:

Bernardo Benes  
President

8877 Collins Avenue, Apt. 808  
Surfside, Florida 33154

Jose R. Alfonso  
Executive Vice-President

11790 S.W. 18th Street, Apt. 530  
Miami, Florida 33175

Dunney Perez Alamo  
Vice-President

211 S.W. 52nd Place  
Miami, Florida 33134

Moises Asis  
Executive Director

2055 S.W. 122nd Avenue, Apt. 328  
Miami, Florida 33175-7357

Margarita Vasquez  
Treasurer

11790 S.W. 18th Street, Apt. 530  
Miami, Florida 33175

Humberto Sotomayor  
Secretary

2473 West 73rd Place  
Hialeah, Florida 33016

Antonio Zamora  
Legal Counsel

1408 Brickell Bay Drive  
Apt. 1211  
Miami, Florida 33131

ARTICLE VII  
PRINCIPAL OFFICE

The street address of the principal office and mailing address of the corporation shall be:

1393 S.W. 1st Street  
Suite 420C  
Miami, Florida 33135

ARTICLE VIII  
INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Dr. Bernardo Benes  
8877 Collins Ave., Apt. 808  
Surfside, Florida 33154

ARTICLE IX  
INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is seven. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than four. The Voting Members shall elect the Directors annually. The initial Board of Directors is as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Bernardo Benes President	8877 Collins Avenue, Apt. 808 Surfside, Florida 33154
Jose R. Alfonso Executive Vice-President	11790 S.W. 18th Street, Apt. 530 Miami, Florida 33175
Dunney Perez Alamo Vice-President	211 S.W. 52nd Place Miami, Florida 33134
Moises Asis Executive Director	2055 S.W. 122nd Avenue, Apt. 328 Miami, Florida 33175-7357
Margarita Vasquez Treasurer	11790 S.W. 18th Street, Apt. 530 Miami, Florida 33175
Humberto Sotomayor Secretary	2473 West 73rd Place Hialeah, Florida 33016
Antonio Zamora legal counsel	1408 Brickell Bay Drive Apt. 1211 Miami, Florida 33131

ARTICLE X  
BY-LAWS

The By-Laws of the Corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.


ARTICLE XI  
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.


ARTICLE XII  
NONSTOCK BASIS

The Corporation is organized on a Nonstock Basis. This Corporation shall not issue shares of stock.


IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 27<sup>th</sup> day of March, 1999.

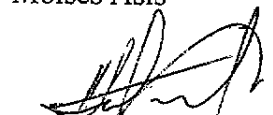
  
Bernardo Benes

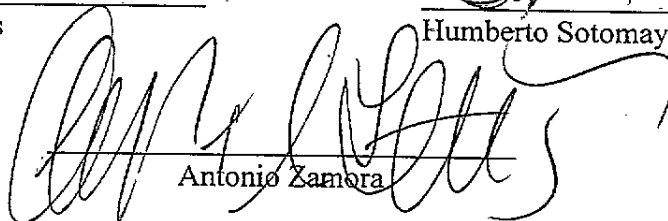
  
Jose R. Alfonso

  
Dunney Perez Alamo

  
Moises Asis

  
Margarita Vasquez

  
Humberto Sotomayor

  
Antonio Zamora

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT  
UPON WHOM SERVICE OF PROCESS MAY BE MADE.

In compliance with section 607.0501, of the Florida Statutes the following is submitted:

Desiring to organize or qualify under the laws of the State of Florida with its principal  
place of business in the City of Miami, County Miami-Dade, Florida, whose Corporate name is:

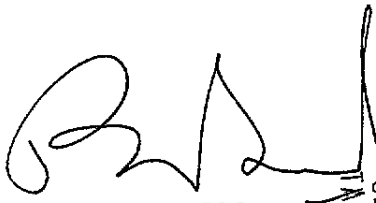
DANTE B. FASCELL CENTER FOR CONFLICT RESOLUTION AND PEACE, INC.

has named Dr. Bernardo Benes as its Agent to accept service of process within the State of  
Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above mentioned Corporation, at  
the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to  
comply with the provisions of all of the Statutes relative to the proper and complete performance  
of my duties.

Dated this 22<sup>nd</sup> day of March, 1999.

  
Dr. Bernardo Benes  
Resident and Registered Agent  
8877 Collins Avenue, Apt. 808  
Surfside, Florida 33154

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE