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LAW OFFICE

Antonio E. Alonso

FIRST UNION BANK OF CORAL WAY

1699 CORAL WAY, SUITE 315

MIAMI, FLORIDA 33145

TELEPHONE:
(305) 858-7452

FAX:
(305) 856-1959

June 11, 1999

Secretary of State
Corporate Division
P. O. Box 6327
Tallahassee, FL 32314

100002906541--3

-06/16/99--01062--011

*****78.50 *****78.50

Re: Articles of Incorporation of **FREE CUBAN FOUNDATION FOR
MUSICIANS AND ARTIST, INC. (FUNDACION DE MUSICOS Y
ARTISTAS CUBANOS LIBRES)** (A Corporation Not for Profit)

Dear Gentleman or Madam:

Enclosed please find our office account check in the amount of \$78.50, as per detail below, and original and two copies of the Articles of Incorporation of the above described corporation.

Please return a certified copy to the undersigned, whose address is:

1699 Coral Way, Suite 315
Miami, Florida 33145

Thank you for your kind attention and cooperation to this matter.

Sincerely yours,



ANTONIO E. ALONSO, ESQ.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 16 AM 9:31

FILED

B. BROOK JUN 17 1999

FILED
99 JUN 16 AM 9:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

FREE CUBAN FOUNDATION FOR MUSICIANS AND ARTIST, INC.

(FUNDACION DE MUSICOS Y ARTISTAS CUBANOS LIBRES)

(A Corporation Not for Profit)

WE, the undersigned, with other persons being desirous of forming a corporation for sports and arts purposes under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

NAME

The name of the corporation shall be **FREE CUBAN FOUNDATION FOR MUSICIANS AND ARTIST, INC. (FUNDACION DE MUSICOS Y ARTISTAS CUBANOS LIBRES)**

ARTICLE II

PURPOSES

To organize the cuban musician and artistic to promote and do any and all kinds of act in order to help and cooperate with cuban freedom of liberty and democracy.

ARTICLE III

QUALIFICATION OF MEMBERS

The membership of the corporation shall consist of persons who qualify to the requirements set up by the officers on a non discriminating basis. Admission to membership shall be upon approval by 75% vote of the existing members.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

SUBSCRIBERS

The names and addresses of the subscribers to these Articles are:

<u>NAME</u>	<u>ADDRESS</u>
ORLANDO BATISTA	4007 N.W. 7th Street Miami, Florida 33126
ROBERTO GOMEZ	13361 S.W. 46th Lane Miami, Florida 33175
HANSEL E. MARTINEZ	200 S.E. 15th Road Unit No. 8H Miami, Florida 33129

ARTICLE VI

OFFICERS

The officers of the corporation shall be a President, a Secretary, a Treasurer and other officers as may be provided in the By-Laws.

The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<u>NAME</u>	<u>OFFICERS</u>
ORLANDO BATISTA	President
ROBERTO GOMEZ	Vice-President
RAUL ALFONSO	Vice-President
HANSEL E. MARTINEZ	Secretary

RUBEN OTERO

Assistant Secretary

NANCY BATISTA

Treasurer

The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

4007 N.W. 7th Street
Miami, Florida 33126

The name of the initial registered agent of this corporation at that address is:

ORLANDO BATISTA

ARTICLE VIII

MAILING ADDRESS

The mailing address of the corporation is:

4007 N.W. 7th Street
Miami, Florida 33126

ARTICLE IX

BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The Board of Directors shall be members of the corporation. Members of the Board of Directors shall be elected and hold office

in accordance with the By-Laws.

The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual hearing and meeting of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ORLANDO BATISTA	4007 N.W. 7th Street Miami, Florida 33126
ROBERTO GOMEZ	13361 S.W. 46th Lane Miami, Florida 33175
HANSEL E. MARTINEZ	200 S.E. 15th Road Unit No. 8H Miami, Florida 33129
RAUL ALFONSO	801 Brickell Avenue Suite 900 Miami, Florida 33131
NANCY BATISTA	4007 N.W. 7th Street Miami, Florida 33126

ARTICLE X

BY-LAWS

The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or at any special meeting called for that purpose.

ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended at a special

meeting of the corporation called for the purpose by a two thirds vote of those present.

Amendments may also be made at a regular meeting of the corporation upon notice given, as provided by the By-Laws of intention to submit such amendments.

ARTICLE XII

NON-PROFIT STATUS

No part of the net earning of the corporation shall inure to the benefit of any individual or member unless the same inures for such benefit because of services rendered to the corporation pursuant to the laws of the State of Florida governing proper payments for non-profit corporations.

ARTICLE XIII

INDEBTEDNESS

The highest amount of indebtedness of liability to which the corporation may at any time subject itself shall never be greater than 100% of the value of the property of the corporation.

ARTICLE XIV

DUES

The amount of yearly dues payable by members shall be such amount as may be determined from time to time by the Board of Directors.

ARTICLE XV

POWER

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase or bequest, and hold and

dispose of such property as the corporation shall require, for the benefit of the members and not for pecuniary profit. It shall also have the right and the power to sell or dispose of any assets of the corporation, including publication rights to any articles or publications approved by the corporation. In order to promote the purposes of this corporation, it may engage in any legal business activity for purposes of raising revenue for the herein non profit corporation. These powers do not exclude the powers enumerated in FS 617.021.

ARTICLE XVI

MEETINGS

The annual meeting for the elections of members of the Board of Directors shall be held as may be provided in the By-Laws.

The corporation may provide in its By-Laws for the holding of additional regular meetings and any special meeting and shall provide notice of all such meetings.

Fifty per cent plus one of the members shall constitute a quorum for the holding of any meeting.

ARTICLE XVII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

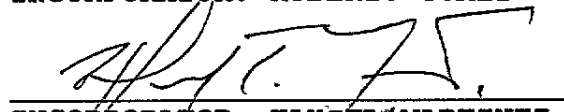
No person, firm or corporation shall ever receive any dividends of any kind of profits from the undertaking of this corporation and upon dissolution of this corporation all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code or to the Federal Government, or to the State of local

government, for a public purpose, which said purpose shall be in conformity with the purpose of this corporation, and none of the assets will be distributed to any member, officer or trustee of this corporation.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals on this ____ 10th day of June, 1999, for the purpose of forming this corporation not for profit under the laws of the State of Florida.


INCORPORATOR: ORLANDO BATISTA


INCORPORATOR: ROBERTO GOMEZ


INCORPORATOR: HANSEL MARTINEZ
E.

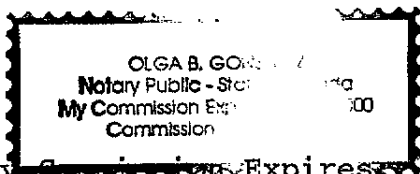
STATE OF FLORIDA)
 (SS
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public, authorized to take acknowledgment in the State and County, set forth above, personally appeared

ORLANDO BATISTA, known to me and known to be the persons who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation, that I relied upon the following form(s) of identification of the above-named person(s): Valid Driver's License and that an oath (was) (was not) taken.

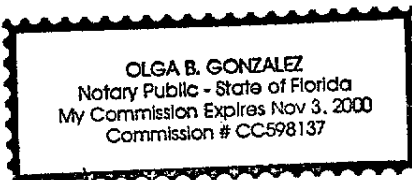
IN WITNESS WHEREOF, he has hereunto set his hands and affixed

his official seal, in the State and County aforesaid, this 10th
day of June, 1999.



My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE



STATE OF FLORIDA

COUNTY OF MIAMI-DADE

(SS
)

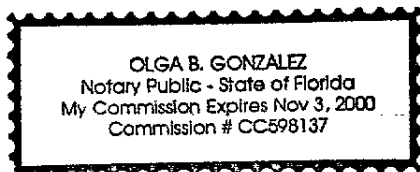
BEFORE ME, a notary public, authorized to take acknowledgment
in the State and County, set forth above, personally appeared

ROBERTO GOMEZ, known to me and known to be the persons who
executed the foregoing Articles of Incorporation and he
acknowledged before me that he executed these Articles of
Incorporation, that I relied upon the following form(s) of
identification of the above-named person(s): Valid Florida
Driver's License and that an oath (was) (was not) taken.

IN WITNESS WHEREOF, he has hereunto set his hands and affixed
his official seal, in the State and County aforesaid, this 10th
day of June, 1999.

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:

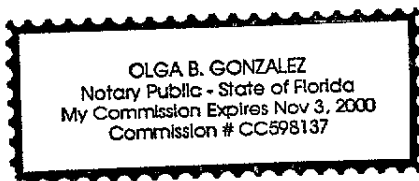


STATE OF FLORIDA)
 (SS
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public, authorized to take acknowledgment in the State and County, set forth above, personally appeared

HANSEL E. MARTINEZ, known to me and known to be the persons who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation, that I relied upon the following form(s) of identification of the above-named person(s): Valid Florida Driver's License and that an oath (was) (was not) taken.

IN WITNESS WHEREOF, he has hereunto set his hands and affixed his official seal, in the State and County aforesaid, this 10th day of June, 1999.



A handwritten signature in dark ink, appearing to be "OLGA B. GONZALEZ", written over a horizontal line.

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:

CERTIFICATE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



ORLANDO BATISTA
Registered Agent

Dated: June 10, 1999

FILED
99 JUN 16 AM 9:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA