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Florida Department of State
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From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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FLORIDA NON-PROFIT CORPORATION

TOWER ART CENTER AT LATIN QUARTER, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 7, 1999

FAS-T CORP. AGENTS, INC.

SUBJECT: TOWER ART CENTER AT LATIN QUARTER, INC.
REF: W99000015580

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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Barbara Brock
Document Specialist

FAX Aud. #: H99000015718
Letter Number: 399A00035145

ARTICLES OF INCORPORATION

OF

TOWER ART CENTER AT LATIN QUARTER, 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 1

NAME

The name of the proposed Corporation is:

TOWER ART CENTER AT LATIN QUARTER, INC.
1508 S.W. 8 STREET MIAMI, FLORIDA 33131

ARTICLE 2

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 3

DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE 4

PURPOSES

The Corporation is exclusively organized, and shall be operated exclusively for, the following charitable, cultural and educational purposes:

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A. To function as a cultural center for individuals, couples, family and groups of all ethnical backgrounds for the purpose of presenting cultural and educational events to enrich the minds of the public at large.

It is a cultural center open to the public to engage in foreign film festivals, art festivals, and social functions of different ethnic groups.

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 in any other manner for such charitable and educational purposes as 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 or necessary or desirable in order to accomplish them.

ARTICLE 5

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 6

MEMBERS

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 Bylaws 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 Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member are as follows:

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NAME	ADDRESS
Jaime S. Angulo	10700 S.W. 88 Court Miami, Florida 33176
Cesar R. Soto	1222 Sevilla Avenue Coral Gables, Fl. 33134

ARTICLE 7

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is:

4201 S.W. 11 Street, Miami, Florida 33134

and the name of its initial Registered Agent at that address is

Rene Cabrera.

ARTICLE 8

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 four. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Directors annually. The name and address of each initial Director of the Corporation is as follows:

NAME	ADDRESS
Jaime S Angulo	10700 S.W. 88 Court Miami, Florida 33176
Cesar R. Soto	1222 Sevilla Avenue Coral Gables, Florida 33134
Rene Cabrera	4201 SW 11 Street Miami, Florida 33134

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ARTICLE 9

OFFICERS

The Officers of the Corporation shall consist of a Senior Pastor, President, Vice-President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed in the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

NAME		ADDRESS
Jaime S. Angulo,	President	10700 S.W. 88 Court
	Secretary	Miami, Florida 33176
Cesar R. Soto,	Vice President	1222 Sevilla Avenue
	Treasurer	Coral Gables, Florida 33134

ARTICLE 10

INCORPORATORS

The name and address of each Incorporator is as follows:

NAME	ADDRESS
Jaime S. Angulo	10700 S.W. 88 Court Miami, Florida 33176
Cesar R. Soto	1222 Sevilla Avenue Coral Gables, Florida 33134

ARTICLE 11

BYLAWS

The Bylaws 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 12

AMENDMENT

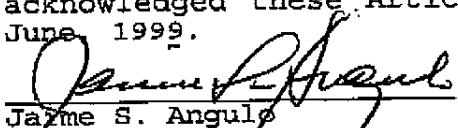
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in 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.

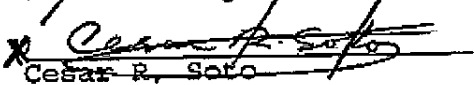
ARTICLE 13

NONSTOCK BASIS

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

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 25th day of June, 1999.


Jaime S. Angulo


Cesar R. Soto

STATE OF FLORIDA)

ss:

COUNTY OF DADE)

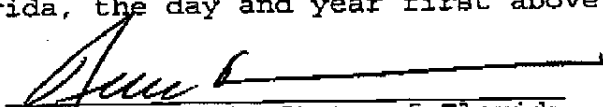
I HEREBY CERTIFY that on the ____th day of June, 1999 personally appeared before me, an authorized officer(s) duly commissioned to administer oaths and take acknowledgments,

Jaime S. Angulo
Cesar R. Soto

to me well known and known to me to be the person(s) who executed the foregoing Articles Of Incorporation and who acknowledged that it was signed and executed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, the day and year first above written.

Dade County, Florida,


NOTARY PUBLIC, State of Florida
-At Large-

My Commission Expires:
Expires September 28, 2002

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT OFFICE**

Pursuant to the provisions of section 607.0501, 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.

The name of the corporation is:

TOWER ART CENTER AT LATIN QUARTER, INC.

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

RENE CABRERA

4201 S.W. 11TH STREET MIAMI, FLORIDA 33134

Signature *Rene Cabrera*
(corporate officer)

Date

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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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature *Rene Cabrera*

Date

6-28-99