



THE UNITED STATES
CORPORATION
COMPANY

N99000004667

ACCOUNT NO. : 072100000032

REFERENCE : 331490 80978A

AUTHORIZATION :

Patricia Pizzi

COST LIMIT : \$ 87.50

ORDER DATE : August 5, 1999

ORDER TIME : 10:55 AM

ORDER NO. : 331490-010

000002951300--9

CUSTOMER NO: 80978A

CUSTOMER: Allen J. Rapoport, Esq
RAPOPORT & TRIAY
RAPOPORT & TRIAY
Suite 1110
999 Ponce De Leon Boulevard
Coral Gables, FL 33134

DOMESTIC FILING

NAME: KIDS FOR CUBA FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED
99 AUG -5 PM 1:06
OFFICE OF STATE
CLERK
TALLAHASSEE, FLORIDA

RECEIVED
23 AUG -5 PM 11:24
OFFICE OF STATE
CLERK
TALLAHASSEE, FLORIDA

W99-18203
8/6/99
[Signature]



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 5, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

RESUBMIT

SUBJECT: KIDS FOR CUBA FOUNDATION, INC. Please give original
Ref. Number: W99000018203 submission date as file date.

We have received your document for KIDS FOR CUBA FOUNDATION, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Non-profit corporations do not have stock. Please delete any reference to stock or shares in Article V.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 699A00039809

RECEIVED
AUG 11 1999
TALLAHASSEE
FLORIDA

**Articles of Incorporation
of
Florida Nonprofit Corporation**

ARTICLE I

CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is: KIDS FOR CUBA FOUNDATION, INC.

The principal office of this corporation is:

10751 SW 61st Avenue
Miami, Florida 33156

The mailing address of this corporation is:

10751 SW 61st Avenue
Miami, Florida 33156

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general education and charitable purposes pursuant to the Florida Corporation Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. The corporation shall promote and assist in the development of educational and cultural materials and information related to the past, present and future of children from Cuba.

C. To operate exclusively in any other manner for such religions, 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 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.

ARTICLE V

AUTHORIZED

[MEMBERSHIP CERTIFICATES]

A. This corporation shall be authorized to issue 20 membership certificates.

B. All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such shares are restricted as to their sale or purchase, the membership certificates shall bear a legend stating that such shares are restricted in the manner described in the Bylaws or any agreement between the members, and that a copy of such bylaws or agreement shall be provided to all members.

C. Except as otherwise prescribed by Florida law, each share shall entitle the holder thereof to one vote.

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be 3, provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the offices of the corporation during January of each year or at such other place or places as the Board of

Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Name	Address
Ismael Roque-Velasco	10751 SW 61 st Avenue Miami, Florida 33156
Manuel Cienfuegos	10751 SW 61 st Avenue Miami, Florida 33156
Teresita B. Roque	10751 SW 61 st Avenue Miami, Florida 33156

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

Name	Address
President: Ismael Roque-Velasco	10751 SW 61 st Avenue Miami, Florida 33156
Vice President: Manuel Cienfuegos	10751 SW 61 st Avenue Miami, Florida 33156
Secretary: Teresita B. Roque	10751 SW 61 st Avenue Miami, Florida 33156

ARTICLE VII

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, officers or other private persons, except that 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 IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to

such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws of this corporation.

ARTICLE X

SUBSCRIBER

The name and residence address of the Subscriber of this corporation is as follows:

Name	Address
Ismael Roque-Velasco	10751 SW 61 st Avenue Miami, Florida 33156

ARTICLE XI

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable, purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 999 Ponce de Leon Blvd, Suite 1110, Coral Gables, Florida 33134 and the name of its registered agent at said address shall be Allen J. Rapoport.

ARTICLE XIV

AMENDMENT TO ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of State of Florida, have executed these Articles of Incorporation, this 4th day of August, 1999.

WITNESSED BY:

Sonia Diaz - SOBIA DIAZ
Allen J. Rapoport

Ismael Roque-Velasco
Ismael Roque-Velasco, Subscriber

Having been named as registered agent, hereby am familiar with and accept the duties and responsibilities as agent.

Allen J. Rapoport, Registered Agent

FILED
99 AUG -5 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA