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September 30, 1999

Sirs.

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
Tallahassee, Florida

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*****78.75 *****78.75

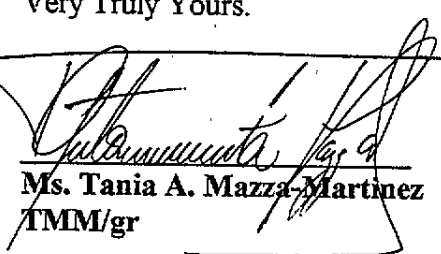
Dear Sirs:

Enclosed you will find the articles of incorporation for CIDELOCAL, a nonprofit corporation with a check in the amount of US\$ 78.75.

Please send us to the following address said document as soon as it is filed and recorded:

Ate: Tania A. Mazza-Martinez
782 NW 42. Av. Suite 638.
Miami, Florida 33126.
Ph: (305) 446-5353.
Fax: (305) 461-4272.

Very Truly Yours.


Ms. Tania A. Mazza-Martinez
TMM/gr

89,513,626,2551,2550
N99-22926

D. BROWN OCT 18 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 5, 1999

TANIA A. MAZZA-MARTINEZ
782 N.W. 42ND AVENUE
SUITE 638
MIAMI, FL 33126

SUBJECT: .CIDELOCAL
Ref. Number: W99000022926

We have received your document for .CIDELOCAL. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 599A00048212

ARTICLES OF INCORPORATION

OF

.CIDELOCAL, INC.

The undersigned, acting as Incorporator of a Corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, adopts the following Articles of Incorporation / Organization.

ARTICLE I

NAME

The name of this Corporation is .CIDELOCAL, INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be:
10320 SW 112 Street. Miami, Florida 33176.

ARTICLE III

PURPOSES

The specific purposes for which this Corporation is organized are the following:

- A. Exclusively to promote activities for the enhancement of the quality and interchange of experiences between local governments of Latin-American countries.
- B. To improve national politics in favor decentralization.
- C. To improve the capacity of local governments and communities in Latin-American countries.

D. To operate the system for a communication red between local governments that includes written and electronics publications.

ARTICLE I V

MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows: There are three Directors who are the following persons:

- | | |
|--------------------|---------------------------|
| A. Leonardo Laso. | Passport Number DN 19.315 |
| B. Alvaro Saenz | Passport Number SF 08/149 |
| C. Gonzalo Darquea | Passport Number SG 85.073 |

The directors will be elected once a year by the shareholders of the Corporation. In its default, or in case the shareholders of the corporation do not get into an agreement in order to appoint the directors, the election of the directors is as stated in the bylaws.

ARTICLE V

LIMITATION OF CORPORATE POWERS

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

ARTICLE V I

INITIAL REGISTERED AGENT AND STREET ADDRESS

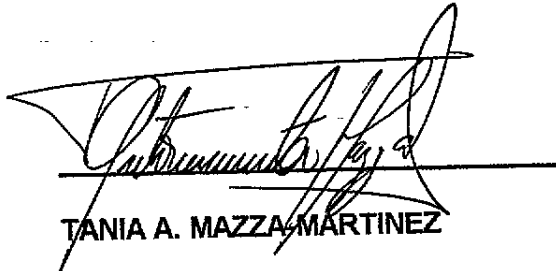
The name and street address of the initial registered agent is:
MAZZA-MARTINEZ, P.A. at 782 NW 42 Av. Suite 638. Miami, Florida 33126.

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation are: Tania A. Mazza-Martinez at 782 NW 42 Av. Suite 638. Miami, Florida 33126.

The undersigned Incorporator has executed these Articles of Incorporation this 13th day of October, 1999.

A handwritten signature in black ink, appearing to read 'Tania A. Mazza-Martinez', is written over a horizontal line. The signature is stylized with a large initial 'T' and 'M'.

TANIA A. MAZZA-MARTINEZ

Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED 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.

1. The name of the Corporation is: CIDELOCAL, Corp.
2. The name and address of the registered agent and office is: MAZZA-MARTINEZ, P.A. at 782 NW 42. Av. Suite 638. Miami, Florida 33126.

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)

October 13, 1999