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JOSE RAMON RODRIGUEZ  
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MIAMI, FLORIDA 33172-4500

TELEPHONE (305) 225-9494

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May 25, 2000

CERTIFIED LETTER 7000 0520 0014 8994 6436  
RETURN RECEIPT REQUESTED

Office of the Secretary of State  
State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

300003272223--0  
-05/31/00--01065--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Filing of Articles of Incorporation for LEADERSHIP INSTITUTE OF  
THE AMERICAS, INC., a Florida corporation.

Gentlemen:

Enclosed please find original and one (1) copy of the Articles of  
Incorporation of the above referenced corporation.

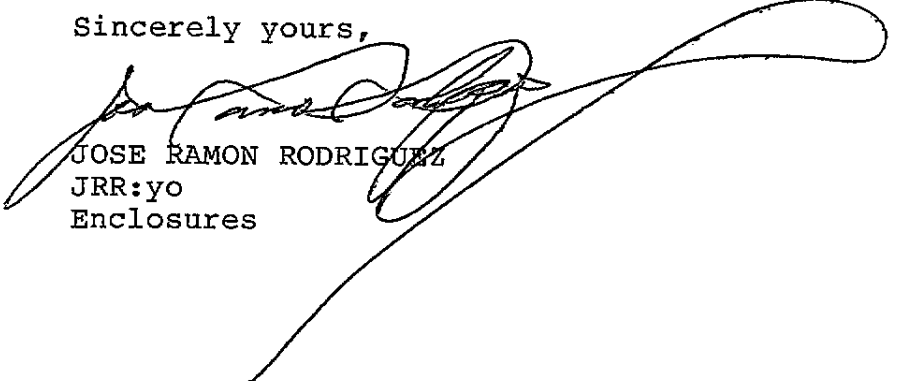
I am also enclosing check in the sum of SEVENTY-EIGHT and 75/100  
(\$78.75) DOLLARS payable to the order of the Secretary of State of the  
State of Florida, for filing fees and certified copy.

Please return to me, after filing, the requested certified copy of the  
Articles of Incorporation.

Enclosed also find self-addressed stamped envelope.

Thank you in advance for your attention to this matter.

Sincerely yours,

  
JOSE RAMON RODRIGUEZ  
JRR:yo  
Enclosures

FILED  
00 MAY 31 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

60-9-02

FILED  
00 MAY 31 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
LEADERSHIP INSTITUTE OF THE AMERICAS, INC.

ARTICLE I.

The name of this corporation shall be:

LEADERSHIP INSTITUTE OF THE AMERICAS, INC.

ARTICLE II.

The general nature of business to be carried on by this corporation,  
is:

- a. To enter into any and all contracts with any person, firm, corporation and/or association.
- b. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- c. To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.
- d. To offer, promote and sponsor seminars, courses and teaching programs.
- e. To engage in the transaction of any and all lawful business or businesses for which corporations may be incorporated under The Florida Business Corporation Act of the State of Florida.

ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to issue is ONE THOUSAND (1,000) shares of common stock of ONE and NO/100 (\$1.00) DOLLAR par value each.

ARTICLE IV.

The shareholders of this corporation shall have preemptive right to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE V.

This corporation is to have perpetual existence.

ARTICLE VI.

The principal office of this corporation shall be located at 3981 S.W. 2nd Terrace, Miami, Florida 33134, with the corporation retaining the power of moving its principal office to any other address in the State of Florida, as may, from time to time, and at any time, be determined by its Board of Directors, with branch offices in such other cities, counties, states and countries as may from time to time, and at any time, be determined by its Board of Directors.

ARTICLE VII.

The initial registered office of this corporation shall be at 275 Fontainebleau Boulevard, Suite 135, Miami, Florida 33172. The initial Registered Agent at such address shall be JOSE RAMON RODRIGUEZ.

ARTICLE VIII.

This corporation shall at all times have at least ONE (1) Director who shall conduct the business of the corporation as a Board of Directors. The stockholders of the corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the corporation, provided the corporation has at least ONE (1) Director.

ARTICLE IX.

The names and addresses of the members of the initial Board of Directors of the corporation, who shall hold office until the first annual meeting of stockholders, and until their successors are elected and qualified, or until their earlier removal from office, resignation or death are:

ARMANDO R. RODRIGUEZ  
3981 S.W. 2nd Terrace  
Miami, Florida 33134

PEDRO A. HERNANDEZ  
4773 S.W. 143rd Court  
Miami, Florida 33175

ARTICLE X.

The names and addresses of the incorporators are:

ARMANDO R. RODRIGUEZ  
3981 S.W. 2nd Terrace  
Miami, Florida 33134

PEDRO A. HERNANDEZ  
4773 S.W. 143rd Court  
Miami, Florida 33175

ARTICLE XI.

The By-Laws of this corporation may be created, amended, changed or replaced by the Stockholders or by the Board of Directors of the corporation at any duly scheduled meeting called for that purpose.

ARTICLE XII.

This corporation shall indemnify any officer or Director, or any former officer or Director, or any person who serves, at the request of the corporation, as an officer or director of another corporation, to the full extent permitted by law.

We, the undersigned, do hereby subscribe, acknowledge and file these Articles of Incorporation, hereby certifying that the facts contained herein are true and correct, and accordingly hereto set our hands and seals this 25 day of May, 2000.

  
ARMANDO R. RODRIGUEZ

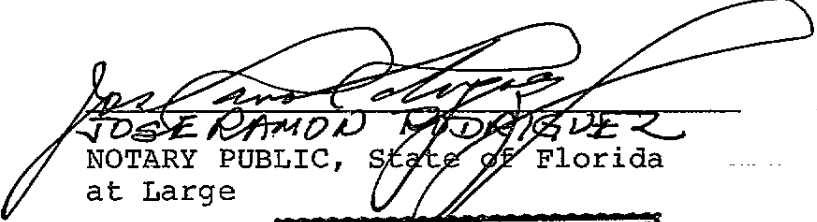
(SEAL)

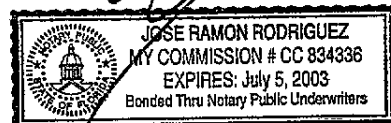
  
PEDRO A. HERNANDEZ

(SEAL)

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

The foregoing instrument was acknowledged before me this 25 day of May, 2000, by ARMANDO R. RODRIGUEZ and PEDRO A. HERNANDEZ, who are personally known by me or who have produced Florida Driver Licenses as identification.

  
JOSE RAMON RODRIGUEZ  
NOTARY PUBLIC, State of Florida  
at Large



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

In pursuance of Chapter 48.091, Florida Statutes, the following  
is submitted, in compliance with said Act:

First--That LEADERSHIP INSTITUTE OF THE AMERICAS, INC.  
desiring to organize under the laws of the State of FLORIDA  
with its principal office, as indicated in the articles of incor-  
poration at City of MIAMI County  
of MIAMI-DADE, State of FLORIDA  
has named JOSE RAMON RODRIGUEZ  
located at 275 Fontainebleau Boulevard, Suite 135,  
(Street address and number of building, Post Office Box  
address not acceptable)  
City of MIAMI, County of MIAMI-DADE,  
State of Florida 33172, as its agent to accept service of process  
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I hereby  
accept to act in this capacity, and agree to comply with the provision  
of said Act relative to keeping open said office.

By   
(Registered Agent)  
JOSE RAMON RODRIGUEZ

FILED  
00 MAY 31 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA