CORPORATION INFORMATION STRUITS, 400, 1203 BANN STRUIT TALLAHASSIS, 11, 12,101, 904, 222, 9171, 904, 222, 0.193, (Ax.)

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MAIL TO: P.O. BOX 5828 TAILAHASSIT, EL 32314

ACCOUNT NO. : 072100000032

REFERENCE: 543339 105801A

AUTHORIZATION :

COST LIMIT : 9 70.00

ORDER DATE: February 14, 1995

ORDER TIME : 4:25 PM

ORDER NO. : 543339

CUSTOMER NO: 105801A

CUSTOMER: Javier E. Lopera, Eaq

JAVIER E. LOPERA, ESO

2455 S. w. 27th

Suite 220

Miami, FL 33145

DOMESTIC FILING

1-95000012753

NAME:

FUNDACION ARTE CONTEMPORANEO, INC. (TRANSLATION: FOUNDATION FOR THE CONTEMPORARY ART, INC)

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION

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FUNDACION ARTE CONTEMPORANEO, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FUNDACION ARTE CONTEMPORANEO, INC.

The address of the principal office of this corporation shall be 1207 14th Street, Miami Beach, Florida 33139, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have four Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Juan Contreras Torres

1207 14th Street

Dir.

Miami Beach, Florida 33139

Maria Rocio Rodriguez

Same

Dir.

Annie Marshall Armas

Same

Dir.

Adolfo Contreras Torres Dir.

Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Juan Controras Torres

1207 14th Street

Pres.

Miami Beach, Florida 33139

Maria Rocio Rodriguez

Samo

V.Pres.

Annie Marshall Armas

Same

Sec.

Adolfo Contreras Torres

Same

Treas.

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISON

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Information Services, Inc. 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Information Services, Inc., has hereunto set their hand and seal of Corporation Information Services, Inc., on February 14, 1995.

CORPORATION INFORMATION SERVICES, INC.

By: X(MXX() () MX N. Dynlap

Its Agent, Laura R. Dynlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Information Services, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION INFORMATION SERVICES, INC.

By: Kling Ollar Tts Agent, Laura R. Dunlap

(20) HAYS STREET 800-342-8086 TALLAHASSEE, FL (2301-2607) networks PRENDED DAG LEGAL & FINANCIAL SCHOOL S : 072100000032 ACCOUNT NO. 4390271 REFERENCE 159941 AUTHORIZATION \$ 87.50 COST LIMIT ORDER DATE: November 19, 1996 ORDER TIME : 10:57 AM ORDER NO. : 159941-005 4390271 CUSTOMER NO: 800002008868--0 CUSTOMER: Jay R. Beskin, Esq Fromberg Fromberg Lewis & 20801 Biscayne Blvd. Suite 505 Aventura, FL 33180 DOMESTIC AMENDMENT FILING PARTHUR OF CONFUNITION FUNDACION ARTE CONTEMPORANEO. NAME: INC. EFFECTIVE DATE: ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

EXAMINER'S INITIALS:

Thange DC

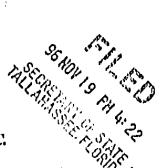
11/19/96

CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Clint Fuhrman

CERTIFICATE OF GOOD STANDING

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF FUNDACION ARTE CONTEMPORANEO, INC.



Pursuant to Florida Statutes §607.1006, the Articles of Incorporation of the above named Corporation are hereby amended as follows:

- 1. ARTICLE I is hereby deleted and the following new Article I substituted in lieu thereof:
 - "ARTICLE I Name of the Corporation is: FOUNDATION FOR THE CONTEMPORARY ARTS INC."
- 2. The foregoing Amendment was adopted unanimously by the Shareholders of record and the Board of Directors of the Corporation at a Special Meeting of the Shareholders and Board of Directors held on August 16, 1996.
- 3. The remainder of all of the provisions of the Articles of Incorporation as originally filed with the Secretary of State shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation, this 11th day of September, 1996.

NAN CONVERAS TORRES President

Attest

ADOLFO CONTRERAS TORRES, Secretary

STATE OF FLORIDA)

22

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 11th day of September, 1996, by JUAN CONTRERAS TORRES, President and ADOLFO CONTRERAS TORRES, Secretary of FUNDACION ARTE CONTEMPORANEO, INC., a Florida corporation, on behalf of the Corporation, who are personally known to me or who have produced _____

as identification.

NOTARY PUBLIC

COMMISSION NUMBER:

COMMISSION EXPIRES:

Notery LEAH L KOHLENBERG
State of Florida
Public State of Florida
My Comm. Exp: 12/08/97
Commit: CC335169

L'HOMEHRENDA/WPFILES/BESKIN/CRE-PROPITEMP-ART/ART/AMD