

N99000007067

MAZZA-MARTINEZ & ASSOC. P.A.

Attorneys at Law

Admitted in Florida, Venezuela and Spain
782 NW 42 Av. Suite 638. Miami, Florida
Offices in Caracas, Venezuela
Ph: (305) 446-5353. Fax: (305) 461-4272

October 28, 1999

**DIVISION OF CORPORATION
SECRETARY OF STATE
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314**

100003030291--2
-11/01/99--01059--016
*****78.75 *****78.75

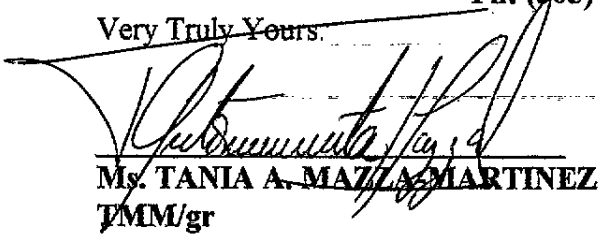
Dear Sirs:

Enclosed you will find the articles of incorporation for a non-profit corporation to be file and recorded before the Division of Corporations with a check in the amount of US\$ 78.75.

We will appreciate if you can send to the following address the documents as soon as it is filed:

**Ate: TANIA A. MAZZA-MARTINEZ
782 NW 42 Av. Suite 638.
Miami, Florida 33126.
Ph: (305) 446-5353.**

Very Truly Yours,


**Ms. TANIA A. MAZZA-MARTINEZ
TMM/gr**

FILED
99 DEC -2 AM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-25406

ajc/11/3



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 3, 1999

MS. TANIA A. MAZZA-MARTINEZ
782 NW 42 AVE., STE. 638
MIAMI, FL 33126

SUBJECT: O.N.G., CORP.
Ref. Number: W99000025406

We have received your document for O.N.G., CORP. 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 designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 799A00053188

ARTICLES OF INCORPORATION
OF
CREAR INSTITUTE O.N.G., CORP.

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 **CREAR INSTITUTE O.N.G., CORP.**

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be:
782 NW 42. Av Suite 638. Miami, Florida 33126.

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 different Latin-American countries.
- B. To improve national politics in favor of decentralization, living, services, consulting, agro-industrial activities, and liberty of expression.
- C. To improve the capacity of local governments and communities in Latin-American countries.

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

99 DEC -2 AM 2:50

FILED

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

ARTICLE IV

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. LAURA L. VALVERDE Passport Number 10.540.258N

B. LUIS MIGUEL CARRETERO Passport Number 10.846.855N

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 VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

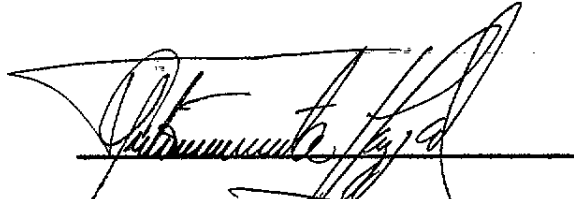
The name and street address of the initial registered agent is: MAZZA-MARTINEZ & ASSOC., P.A. at 782 NW 42 Av. Suite 638. Miami, Florida 33126.

ARTICLE V II

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 28th day of October, 1999.



TANIA A. MAZZA-MARTINEZ

Incorporator

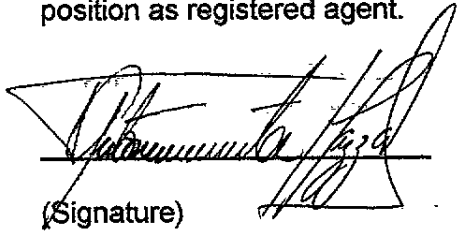
CERTIFICATE OF DESIGNATION

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: CREAR INSTITUTE O.N.G., CORP.
2. The name and address of the registered agent and office is: MAZZA-MARTINEZ & ASSOC., 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 28, 1999

99 DEC -2 AM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED