

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of GENESIS FOUNDATION, INC., a Florida corporation, filed on September 13, 2000, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H00000048397. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is N00000006068.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Nineteenth day of September, 2000

Authentication Code: 600A00048458-091300-N00000006068-1/1



CR2EO22 (1-99)

Katherine Harris
Katherine Harris
Secretary of State

ARTICLES OF INCORPORATION

of

**GENESIS FOUNDATION, INC.
(A Florida Not-For-Profit Corporation)**

**Article I.
NAME**

The name of this corporation shall be GENESIS FOUNDATION, INC. (hereinafter called the "Corporation").

**Article II.
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and/or the mailing address of the Corporation is 1221 Brickell Avenue, Miami, Florida 33131.

**Article III.
PURPOSE**

This Corporation is a not-for-profit corporation, organized for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including providing support and financial assistance to nonprofit organizations in the United States, Colombia and Venezuela (i) engaged in operating programs promoting the care, health and development of financially disadvantaged children, (ii) operating primary or secondary educational or academic programs for financially disadvantaged children and providing other charitable, educational or welfare programs for financially disadvantaged children, and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**Article IV.
MEMBERSHIP**

The Board of Directors may, in its discretion, establish requirements for membership in the Corporation.

Article V.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 103 N. Meridian Street, Lower Level, Tallahassee, Florida 32301; and the name of the Corporation's initial registered agent at that address is CorpDirect Agent.

Article VI.
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws. The initial directors shall be:

Becky Mayer
Carolina Esquenazi
Rafael Mayer

Article VII.
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Harry J. Friedman
1221 Brickell Avenue
Miami, Florida 33131

Article VIII.
DISSOLUTION

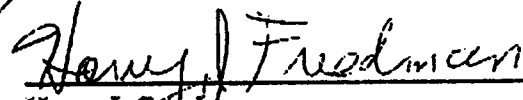
Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

Article IX.
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986, as amended), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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 1986, as amended (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 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 13th day of September, 2000.



Harry J. Friedman
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATION FOR:**GENESIS FOUNDATION, INC.**

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 provision of Section 48.091, Florida Statutes, and I am familiar with and accept the obligations of my position as registered agent.

CORPDIRECT AGENTS

By: Cynthia A. Hicks
It's Agent: Cynthia A. Hicks