



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 712405 81624A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 35.00

ORDER DATE : January 15, 2007
ORDER TIME : 10:59 AM
ORDER NO. : 712405-005
CUSTOMER NO: 81624A

DOMESTIC AMENDMENT FILING

NAME: HISPANIA INTERNATIONAL
INSTITUTE, INC.

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

07 JAN 18 AM 8:39

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

January 16, 2007

CSC

Atten: Amanda Haddan
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: HISPANIA INTERNATIONAL INSTITUTE, INC.
Ref. Number: N06000008366

We have received your document for HISPANIA INTERNATIONAL INSTITUTE, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 507A00003267

RESUBMIT

Please give original
submission date as file date.

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

HISPANIA INTERNATIONAL INSTITUTE, INC.

FILED

2007 JAN 16 AM 10:06

HISPANIA INTERNATIONAL INSTITUTE, INC., having its principal office at 8670 SW 27TH LANE, MIAMI, FLORIDA 33155, and originally incorporated under the aforesaid name, hereby certifies to the Department of State that:

The following Amended and Restated Articles of Incorporation were duly adopted by the Board at a meeting duly called on December 21, 2006 at which a majority were present and unanimously adopted these Amended and Restated Articles of Incorporation, which is the only requirement necessary to amend these Articles of Incorporation, pursuant to the authority and provisions of the Florida Statutes and existing Articles of Incorporation of the Corporation and, further these Amended and Restated Articles of Incorporation shall be effective as of December 21, 2006. This is a non member not for profit corporation under chapter 617 of the Florida Statutes and therefore amendments do not require member approval.

BE IT RESOLVED that the Articles of Incorporation are hereby amended and restated by striking all articles in their entirety and by substituting the following in lieu thereof:

ARTICLE I
NAME

The name of the corporation shall be Hispania International Institute, Inc. and its address is 8670 SW 27th Lane, Miami, FL 33155.

ARTICLE II
TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE III
PURPOSES

The general purpose of this corporation is to support the religious ministry of the Roman Catholic Church by engaging exclusively in religious, charitable, educational, and scientific purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding provision of any subsequent Federal tax laws, including for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under the Code.

ARTICLE IV
BOARD OF DIRECTORS

The Board of Directors of this Corporation shall be elected by the majority vote of the existing Directors. The initial directors of the corporation and their addresses are as follows:

Dr. Jose Rodelgo-Bueno
8670 SW 27th Lane
Miami, FL 33155

Fernando Moran-Gonzalez
8670 SW 27th Lane
Miami, FL 33155

Marco Stagni
8670 SW 27th Lane
Miami, FL 33155

ARTICLE V
POWERS

This Corporation shall have power to purchase, own, hold, build upon, rent and/or lease property, real, personal and mixed; to receive by gift, devise or bequest property of any character whatsoever and no matter where situated, to sell, convey, mortgage and otherwise dispose of any property in any manner, acquired by it, and at any time; to contract, sue and be sued in its corporate name; to have a corporate seal, should it so desire; to indemnify its Directors and Officers; to adopt, amend, repeal or alter such bylaws as its Directors may, from time to time, hereafter adopt, and in general, to do any and all things as may be necessary or proper to carry out the objectives and purposes for which this Corporation is formed, and as may be permissible by law governing non-profit corporations in the State of Florida.

ARTICLE VI
OFFICERS

The Officers of the Corporation shall be identified and described in the Bylaws of the Corporation.

ARTICLE VII
BYLAWS

The Bylaws of this Corporation shall be adopted, modified, or repealed by the Directors of the Corporation.

ARTICLE VIII
AMENDMENTS

These Articles of Incorporation may be amended by the Directors of the Corporation at any regular or special meeting called by the Directors for that purpose.

ARTICLE IX
CONDUCT OF AFFAIRS

The business and affairs of the Corporation shall be conducted in a manner consistent with the code of Canon Law, the religious directives of the local Ordinary, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of the Corporation.

ARTICLE X
LIMITATIONS ON ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Directors, Officers, or other private persons, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution 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 other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

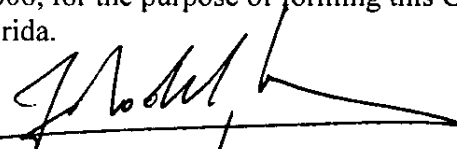
ARTICLE XI
DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this Corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations selected by the Directors including but not limited to The Roman Catholic Pontifical Lay Association Memores Domini (Brooklyn Diocese) or others which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code and none of its assets will be distributed to any Director, or Officer of this Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such religious purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XII
REGISTERED OFFICE AND AGENT

The street address of the registered agent of this Corporation is 8670 S.W. 27th Lane, Miami, Florida 33155, and the name of the registered agent of this Corporation at this address is Jose Rodelgo-Bueno.

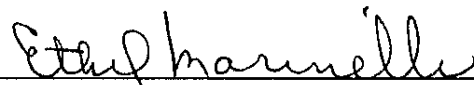
In Witness Whereof, I the undersigned Director of the Corporation, have hereunto set my hand and seal this 21 day of December, 2006, for the purpose of forming this Corporation not-for-profit under the laws of the State of Florida.



Jose Rodelgo-Bueno, President/Director

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 21 day of December, 2006, by Jose Rodelgo-Bueno who is personally known to me or who has produced [] _____ as identification.

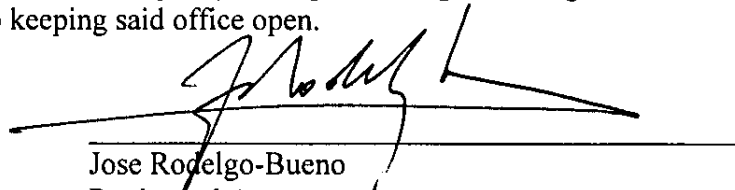


NOTARY PUBLIC, State of Florida

My Commission Expires: June 5, 2009

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above-styled Corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.



Jose Rodelgo-Bueno
Registered Agent

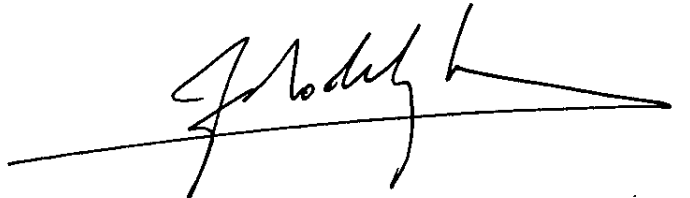
CERTIFICATION

I, the undersigned President of Hispania International Institute, Inc., a Florida not-for-profit Corporation, do hereby certify that the following is a true and correct copy of a Resolution unanimously adopted at a special meeting of the Directors duly called for and held on December 21, 2006, at which a majority of Directors was present:

BE IT RESOLVED that the Articles of Incorporation be and are hereby amended to read as per Exhibit "A" attached hereto and made a part hereof.

I FURTHER CERTIFY that there have been no other changes, alterations or amendments and that therefore, said RESOLUTION is still in full force and effect and that it is in no conflict with any of the provisions of the Bylaws governing the Corporation.

WITNESS my hand and seal at Miami this 21 day of December, 2006.



Jose Rodelgo-Bueno, President

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 21 day of December, 2006, by Jose Rodelgo-Bueno as President of Hispania International Institute, Inc., a Florida not-for-profit corporation, on behalf of the Corporation. He ~~X~~ is personally known to me or has produced () _____ as identification.

Ethel Marinelli
NOTARY PUBLIC, State of Florida

My Commission Expires: June 5, 2009


NOTARY PUBLIC-STATE OF FLORIDA
 Ethel Marinelli
Commission # DD421064
Expires: JUNE 05, 2009
Bonded Thru Atlantic Bonding Co., Inc.

EXHIBIT "A"

The following articles are being amended from the existing Articles of Incorporation:

All Articles have been replaced with the Articles set out in the attached Amended and Restated Articles of Incorporation of Hispania International Institute, Inc.