

N08000010738

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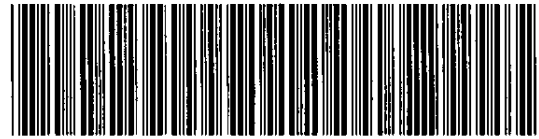
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated
TB 4-29-09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PROTECT CORP.

DOCUMENT NUMBER: N08000010738

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ALMA MELENDEZ
(Name of Contact Person)

PROTECT CORP.
(Firm/ Company)

2355 SALZEDO STREET S
(Address)

CORAL GABLES, FLORIDA
(City/ State and Zip Code)

For further information concerning this matter, please call:

ALMA MELENDEZ at (305) 446 -5101 EXT 213
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

PROTECT ORG.

(a Florida Not-For-Profit Corporation)

2009 APR 24 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Pursuant to Sections 617.1006 and 617.1007 of the Florida Not-For-Profit Corporation Act, PROTECT ORG., a Florida not for profit corporation (the "Corporation"), certifies that these Amended and Restated Articles of Incorporation were duly adopted by a unanimous written consent to action by the Board of Directors, dated as of the 24 day of April, 2009 and such restatement does not contain an amendment to the Articles of Incorporation requiring member approval.

The text of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety, effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of Florida, as follows:

ARTICLE I

Name

The name of this corporation shall be PROTECT, CORP. (hereinafter call 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 2355 Salzedo Street, #307, Coral Gables, Florida 33134.

ARTICLE III

Purpose

This Corporation is a non-for-profit corporation, organized for charitable purposes, which main objective is to defend children's rights against any abuse and to denounce any violation of these rights whenever they happen. The work of PROTECT is carried out in Cambodia, Dominican Republic and Costa Rica, among other countries, where the presence of foreign pedophiles threatens thousands of children's physical well being and psychological integrity. Though a sponsorship

system, the Corporation is able to achieve this objective it is crucial to carry out an exhaustive process of monitoring suspected pedophiles and gather evidence of their abuses. The purposes of the Corporation shall however, be limited in all events to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Furthermore, this corporation may engage in any activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes the Corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

ARTICLE IV
Members

The member of this Corporation shall be Asociacion PROTECT (a Spanish corporation). Thereafter, any person, corporation, partnership, association or organization, who is interested in the purpose of the Corporation and who complies with the requirements established from time to time by the Bylaws, shall be eligible for membership.

ARTICLE V
Registered Office and Agent

The Street address of the registered office of the Corporation is 8500 West Flagler Street, Suite B-208, Miami, Florida 33144; and the name of the Corporation's registered agent at that address is Miguel A Hernandez.

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 names and address of the persons who shall serve as the initial directors of the Corporation are as follows:

Andrés Torres Argudo 2355 Salzedo Street Ste. 307
Coral Gables, Fl 33134

Victor Valderrama Gilt 2355 Salzedo Street Ste. 307
Coral Gables, Fl 33134

Edy R. Blanco 2355 Salzedo Street Ste. 307
Coral Gables, Fl 33134

ARTICLE VII
Incorporator

The name and address of the Incorporator is:

Alma Melendez
2355 Salzedo St. Ste. 307
Coral Gables, Fl 33134

ARTICLE VIII
Dissolution

Upon the dissolution or winding up 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 purpose 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 law or an organization equivalent to an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, which would qualify for exemption under 501(a) of the Internal Revenue Code of 1986.

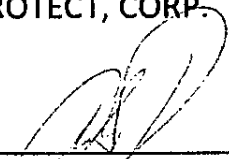
ARTICLE IX
Limitations

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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 contributions 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), 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 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). Or (b) by a corporation, contributions to which are deductibles under Section 170(c)(2) of the Internal Revenue Code of 1968 (or the corresponding provision of any future United State Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 24 day of April, 2009

PROTECT, CORP.



Andrés Torres Argudo
President