



N92000000063

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2002 MAR 21 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 476346 4144A
AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 43.75

ORDER DATE : March 15, 2002
ORDER TIME : 1:11 PM
ORDER NO. : 476346-010
CUSTOMER NO: 4144A

CUSTOMER: Rosa Maria Ancheta, Legal Asst
Holland & Knight Llp
Suite 3000
701 Brickell Avenue
Miami, FL 33131

500005110925

DOMESTIC AMENDMENT FILING

NAME: AMIGOS TOGETHER FOR KIDS,
INC.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

C. Coulliette MAR 21 2002

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull EXT# 1115

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
EXAMINER'S INITIALS: _____

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RESUBMIT

Please give original
submission date as file date.

March 15, 2002

CSC
ATTN: NORMA
TALLAHASSEE, FL

SUBJECT: AMIGOS TOGETHER FOR KIDS, INC.
Ref. Number: N92000000063

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02 MAR 21 PM 12:53
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

We have received your document for AMIGOS TOGETHER FOR KIDS, INC. and the authorization to debit your account in the amount of \$43.75. 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.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

Please return 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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 402A00015687

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMIGOS TOGETHER FOR KIDS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617 of the Florida Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code"), the undersigned corporation adopts the following Amended and Restated Articles of Incorporation.

These amended and restated articles were adopted unanimously by the Board of Directors on March 13, 2002 and there are no members.

ARTICLE I

NAME

The name of this corporation shall be AMIGOS TOGETHER FOR KIDS, INC. (the "Corporation")

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be 815 Ponce de Leon Boulevard, Suite 200, Coral Gables, Florida 33134.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The Corporation shall have perpetual existence, unless these Articles of Incorporation are amended to provide for a different term of existence.

ARTICLE IV

PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, religious, educational, literary or scientific purposes within the meaning of Section 501(c)(3) of the Code or any future federal tax code. Charitable religious, educational, literary or scientific purposes shall include the purpose of improving the lives of children in need. In furtherance of such purpose, the Corporation shall be authorized:

- (a) To promote, support, and engage in activities carried on for charitable purposes, by the direct conduct of such activities, and by making grants to other organizations engaged in charitable activities,

specifically to create awareness and encourage goodwill towards making a difference in the lives of children in need.

(b) To receive and maintain personal or real property, or both, and, subject to the restrictions and limitations in these Articles, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for, charitable, educational, literary, or scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code which target children in need as their primary focus.

(c) To receive assistance, money (as dues or otherwise), real or personal property and any other form of contributions, gift, bequest, or devise from any person, firm, partnership, or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation, and to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the Board of Directors as required by the bylaws.

(d) To establish an office and related facilities and to employ such assistance and clerical personnel as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.

(e) To distribute, in the manner, form, and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions or other funds received by it in carrying out programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and shall continue to be used exclusively for such purposes.

(f) To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.

(g) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, or otherwise dispose of an deal in any bonds, securities, evidence of indebtedness, or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers, and privileges of ownership.

(h) To contract and be contracted with, and to sue and be sued.

(i) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed, and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Chapter 617 of the Florida Statutes, subject however to the requirements of Section 501(c)(3) of the Code and to the other limitations provided in these Articles of Incorporation.

ARTICLE V DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of a Board of Directors. The number of Directors shall not be less than three and shall have a maximum number as provided in the bylaws. The terms for which the directors shall serve, and the method by which the directors are to be elected, shall be stated in the bylaws.

ARTICLE VI DIRECTORS' AND OFFICERS' INDEMNIFICATION

Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of or liable for willful misfeasance or willful malfeasance in the performance of duties. In the event of a settlement before entry of judgment, this indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the Board of Directors.

ARTICLE VII
CHARITABLE LIMITATIONS

This corporation shall not engage in any activities prohibited by Section 617.0835 of the Florida Statutes, or by Section 501(c)(3) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private persons, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount and (ii) to make payments and distributions to persons who are qualified to receive same in furtherance of the Corporation's charitable purposes as set forth herein. All of the net earnings and assets of the Corporation shall be expended for the purposes stated in Section 501(c)(3) of the Internal Revenue Code.

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, or in opposition to, any candidate for public office.

In the event that, and for so long as, the Corporation is characterized as a private foundation within the meaning of Section 509(a) of the Code, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942; shall not engage in any act of self-dealing as defined in Section 4941(d); shall not retain any excess business holdings as defined in Section 4943(c); shall not make any investments in such manner as to subject it to tax under Section 4944; and shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by an organization exempt from taxation under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

ARTICLE VIII
DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation pursuant to Florida Statutes, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, and are engaged in activities of the type described in Article IV above, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes. None of the assets will be distributed upon such dissolution to any member, director or officer of the corporation or other private individual, unless such payment is for an outstanding liability of the Corporation.

ARTICLE IX
AMENDMENTS TO BYLAWS

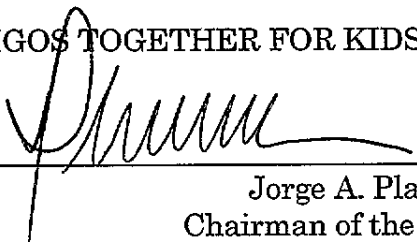
The power to adopt, alter, amend, or repeal the bylaws of the Corporation shall be vested in the Directors in accordance with and subject to the provisions of the bylaws.

ARTICLE X
AMENDMENTS TO ARTICLES OF INCORPORATION

The power to adopt, alter, amend, or repeal any provision of these Articles of Incorporation shall be vested in the Directors, in accordance with and subject to the provisions of the bylaws.

AMIGOS TOGETHER FOR KIDS, INC.

By: _____


Jorge A. Plasencia
Chairman of the Board