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REFERENCE : 633493 4303929

AUTHORIZATION

Patricia Pignatelli

COST LIMIT : \$ 87.50

ORDER DATE : December 12, 1997

ORDER TIME : 11:40 AM

ORDER NO. : 633493-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
Greenberg Traurig Hoffman
21st Floor
1221 Brickell Avenue
Miami, FL 33131-3238

FILED
97 DEC 12 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

500002370805--5

NAME: FANA HOLTZ FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

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**AMENDED AND RESTATED
Articles of Incorporation
of
Fana Holtz Foundation, Inc.
(A Florida Corporation Not For Profit)**

Original Articles of Incorporation
filed with the Florida Department of
State on December 4, 1997.

FILED
97 DEC 12 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Effective as of December 5, 1997 the Directors of FANA HOLTZ FOUNDATION, INC. (THE "Corporation"), duly adopted the following amended and restated Articles of Incorporation (the Corporation has no members), pursuant to the provision of §617.1007 of the Florida Not for Profit Business Corporation Act:

ARTICLE I

The name of this Corporation is The Fana Holtz Foundation, Inc., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation shall be 169 East Flagler Street, Suite 1627, Miami, Florida 33131.

ARTICLE III

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE IV

The Corporation is organized exclusively for charitable, purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

ARTICLE V

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified, the Corporation shall have those additional powers specified in its bylaws.

ARTICLE VI

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than three (3). The number and method of election of the directors of the Corporation shall be as stated in the bylaws. The number and method of election of the directors of the Corporation who shall serve following the terms of the initial directors shall be as stated in the bylaws.

ARTICLE VII

The number constituting the initial Board of Directors of the Corporation is Four (4). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Fana Holtz
9999 Collins Ave.
Bal Harbor, Fl. 33154

Abel Holtz
9999 Collins Ave.
Bal Harbor, Fl. 33154

Daniel Holtz
225 Arvida Parkway
Coral Gables, Fl. 33156

Javier Holtz
94 La Gorce Circle
Miami Beach, Fl. 33141

ARTICLE VIII

The Corporation shall have no members.

ARTICLE IX

Upon the dissolution of the Corporation, assets shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose.

Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county 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.

ARTICLE X

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, if any, trustees, officers, 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 the purposes set forth in Article IV hereof.

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 or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Internal Revenue Code of 1986, as amended, or corresponding section to any future federal tax code.

Notwithstanding any other any other provision of these Articles, the Corporation shall not conduct or carry on any other 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 corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; and

B. shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

ARTICLE XI

The bylaws may be amended, altered, or repealed and new bylaws may be adopted only by the affirmative vote of a majority of the entire Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XII

The Articles of Incorporation shall be amended only by the affirmative vote of a majority of the entire Board of Directors.

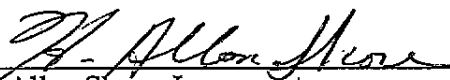
ARTICLE XIII

The street address of the Corporation's initial registered office in the State of Florida is: 1221 Brickell Ave., 21st Floor, City of Miami, County of Dade, and the name of its initial registered agent is H. Allan Shore.

ARTICLE XIV

The name and address of the sole incorporator is H. Allan Shore, Greenberg Traurig, Hoffman, Lipoff, Rosen & Quentel, P.C., 1221 Brickell Avenue, Miami, Florida 33131 (hereinafter the "Incorporator").

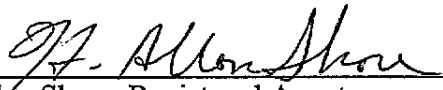
In Witness Whereof, the undersigned, being the Incorporator for the purpose of forming a corporation pursuant to the Florida Not For Profit Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on this 5 day of December, 1997.



H. Allan Shore, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of The Fana Holtz Foundation, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes.



H. Allan Shore, Registered Agent

Date: Dec. 5, 1997