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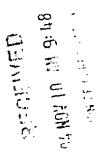
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BASIC AMENDMENT

LATINO GROUP, INC.

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FLORIDA DEPARTMENT OF STATE Glanda E. Hood Secretary of State

November 8, 2004

LATINO GROUP, INC. 4805 NW 79TH AVENUE SUITE 12 MIAMI, FL 33126

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronic filing cover sheet submitted with your document reflects the incorrect corporate name. The cover sheet must reflect the current name. Please generate a cover sheet under the appropriate corporate name. When resubmitting your document for filing, please also send a copy of the incorrect cover sheet marked "ABANDONED".

THE FAX AUDIT NUMBER H04000209462 WAS CENERATED UNDER THE FOLLOWING NAME AND MUST BE USED ONLY FOR THAT NAME: DEBT FREE COUNSELING, CORP.

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If you have any questions concerning the filing of your document, please cali (850) 245-6906.

Darlene Connell Document Specialist

FAX Aud. #: H04000209462 Letter Number: 704A00063792 H04000224291

AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective November 5, 2004 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name. If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: LATINO GROUP, INC. Old Name:

Article II. Address. The Corporation's mailing address is: LATINO GROUP, INC. 4805 NW 79th Avenue Suite 12
Miami FL 33126

Article III. Registered Agent. The Corporation's registered agent is: Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410

Article IV. Officers. The names and addresses of the Corporation's officers are:

President

Ruben Sepulveda 4805 NW 79th Avenue Suite 12 Miami FL 33126

Secretary

Treasurer

Corporate Creations International Inc. 941 Fourth Street Miami Beach FL 33139 (305) 672-0686

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Article V. Board of Directors. The Corporation's affairs shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name of each member of the Corporation's Board of Directors is:

Ruben Sepulveda

4805 NW 79th Avenue Suite 12 Miami FL 33126

Article VI. Capital Stock. The Corporation shall have the authority to issue 100 shares of common stock, par value \$1.00 per share.

Article VII. Corporate Existence. The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

LATINO GROUP, INC.
Ву:
by K. Sarria as attorney-in-fact
Name: Ruben Sepulveda
Title: President
Date: November 5, 2004
Corporate Creations international Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

LATINO GROUP, INC.

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

CORPORATE CREATIONS NETWORK INC.

Karla Sarria, Vice President

Date: 11/9/2004

Corporate Creations International Inc. 941 Fourth Street Miami Beach FL 33139 (305) 672-0686