

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Kapax Global Real Estate Finance, Inc.

DOCUMENT NUMBER: PO6000066502

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

Please return all correspondence concerning this matter to the following:

Emil R. Infante

(Name of Contact Person)

Infante, Zamparo, Huelson + Miloch, LLC

(Firm/ Company)

2801 Ponce de Leon Blvd. Suite 1280

(Address)

Coral Gables, FL. 33134

(City/ State and Zip Code)

For further information concerning this matter, please call:

Emil Infante

(Name of Contact Person)

at (305) 503-2990

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$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

Articles of Amendment
to
Articles of Incorporation
of

Kapax Global Real Estate Finance, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P06000066502

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

n/a

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article 4 is amended

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

n/a

(continued)

The date of each amendment(s) adoption: 8/10/06

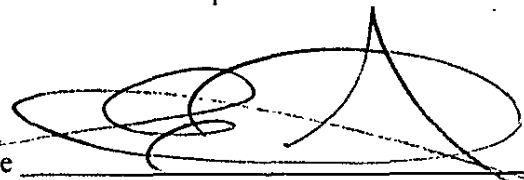
Effective date if applicable: n/a
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature 

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Emil R. Infante
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
KAPAX GLOBAL REAL ESTATE FINANCE, INC.**

ARTICLE I
NAME

The name of this corporation is KAPAX GLOBAL REAL ESTATE FINANCE, INC. The street address of its initial principal office and its mailing address is 2801 Ponce de Leon Boulevard, Suite 1280, Coral Gables, Florida 33134.

ARTICLE II
NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein before enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE III
TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence began is the date on which the Articles of Incorporation were filed with the Secretary of State of the State of Florida.

ARTICLE IV
CAPITAL STOCK

a. This Corporation is authorized to issue two classes of shares of common stock to be designated "Voting Common Stock" and "Non-Voting Common Stock". The total number of shares of common stock that this Corporation is authorized to issue is ONE MILLION (1,008,000). TEN THOUSAND (10,000) of such shares shall be shares of Voting Common Stock, par value \$.01 per share. NINE HUNDRED NINETY EIGHT THOUSAND (998,000) of such shares shall be shares of Non-Voting Common Stock, par value \$.01 per share, with such other terms as the Directors may specify from time to time.

b. Except as set forth in this Article IV.b., the Voting Common Stock and the Non-Voting Common Stock shall be identical in all respects and shall have equal rights and privileges.

1. Dividends.

(A) Subject to paragraph (B) of this paragraph (1), whenever a dividend is paid to holders of either Voting Common Stock or Non-Voting Common Stock, the Corporation shall also pay to holders of shares of the other class of Common Stock a dividend equal in amount per share.

(B) If at any time a dividend is to be paid in shares of Non-Voting Common Stock or in shares of Voting Common Stock (a "Stock Dividend"), such Stock Dividend may be declared and paid only as follows:

(i) shares of Non-Voting Common Stock may be paid to holders of shares of Non-Voting Stock; and

(ii) shares of Voting Common Stock may be paid to holders of shares of Voting Common Stock.

Whenever a Stock Dividend is paid, the same number of shares of the respective class shall be paid in respect of each outstanding share of Non-Voting Common Stock and Voting Common Stock. The Corporation shall not combine or subdivide shares of either of such classes without at the same time making a proportionate combination or subdivision of shares of the other of such classes.

2. Voting. In any vote for the election of directors or on any other matter subject to a vote of the shareholders of the Corporation the holders of the Voting Common Stock, as a class, shall be entitled to cast one hundred percent (100%) of the total votes and the holders of the Non-Voting Common Stock shall not be entitled to vote.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial 2801 Ponce de Leon Boulevard, Suite 1280, Coral Gables, Florida 33134 and the name of the initial registered agent of this Corporation at that address is Theodore C. Miloch, II.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) initial directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of each initial director of this Corporation is:

<u>Name:</u>	<u>Address:</u>
Fernando Vila	2801 Ponce de Leon Boulevard Suite 1280 Coral Gables, Florida 33134
Emil R. Infante	2801 Ponce de Leon Boulevard Suite 1280 Coral Gables, Florida 33134
Carlos A. Zumpano	2801 Ponce de Leon Boulevard Suite 1280 Coral Gables, Florida 33134

ARTICLE VII
DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII
VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE IX
CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years.

ARTICLE X
AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Amended Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI
POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

ARTICLE XII
DIVIDENDS

Dividends payable in shares of any class may be paid only to the holders of shares of such class.

ARTICLE XIII
INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his

being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

The name and address of the person signing these Amended Articles is:

Emil R. Infante
2801 Ponce de Leon Boulevard
Suite 1280
Coral Gables, Florida 33134

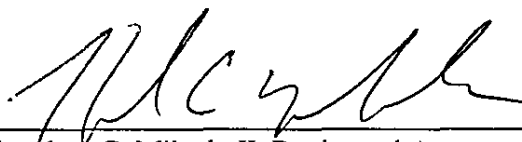
IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended Articles of Incorporation effective on the 10th day of August 2006.



Emil R. Infante, President

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for KAPAX GLOBAL REAL ESTATE FINANCE, INC., at the place designated in these Amended Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.

A handwritten signature in black ink, appearing to read 'TC Miloch II', written over a horizontal line.

Theodore C. Miloch, II, Registered Agent

MIADMS/297651.4