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# BASIC AMENDMENT

Amended & Restated
Art.
W/ Name Change
05/03/02
DL

# PEDROSO CUBAN HOLDINGS, INC.

| | |
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# AMENDED AND RESTATED

# ARTICLES OF INCORPORATION

# OF

# PEDROSO CUBAN HOLDINGS, INC.

Pursuant to Section 607.1007 of the Florida Statutes, Pedroso Cuban Holdings, Inc., a Florida corporation (the "Corporation"), certifies that:

1. The Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Board of Directors on the 1st day of May, 2002.

2. Shareholder action was not required because shares of the Corporation have not yet been issued.

3. The Articles of Incorporation are amended in their entirety to read as follows:

## <u>ARTICLE I</u>
## <u>NAME</u>

The name of this Corporation shall be:

FONT-SERRANO CUBAN HOLDINGS, INC.

## <u>ARTICLE II</u>
## <u>PRINCIPAL OFFICE</u>

The principal place of business and mailing address of this Corporation shall be:

Rafferty, Gutiérrez, Sánchez-Aballí,
Stolzenberg & Gelles, P.A.
1101 Brickell Avenue, Suite 1400
Miami, Florida 33131-3117

**ARTICLE III**

**NATURE OF BUSINESS**

The purposes for which this Corporation is organized are to: (i) pursue claims against persons and/or entities illegally trafficking in confiscated Cuban properties, including, without limitation, those belonging to the following entities:

- José Matos y Compañía;
- Compañía Inmobiliaria Mado, S.A.;
- Fábrica de Medias Corona, S.A.;
- Textilera de Elásticos y Trensados, S.A.;
- Almacenes Matos; as well as the
- residence located at Calle 42, No. 509, City of Marianao, Province of Havana; and
- any other commercial, residential or intellectual properties (such as the "Swanclerinas" brand name) inherited from José Matos Maldonado, Enrique José Matos y Serrano and/or Francisco Pérez de Camino Figueredo; and

(ii) transact any or all lawful business, for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

**ARTICLE IV**

**AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of $0.01 per share.

**ARTICLE V**

**TERM OF EXISTENCE**

This Corporation shall exist perpetually unless dissolved according to law.

## ARTICLE VI

## REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation in the State of Florida shall be:

Rafferty, Gutiérrez, Sánchez-Aballí,
Stolzenberg & Gelles, P.A.
1101 Brickell Avenue, Suite 1400
Miami, Florida 33131-3117

The name of the registered agent of this Corporation at that address shall be:

Nicolás J. Gutiérrez, Jr., Esq.

## ARTICLE VII

## BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have three (3) directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

## ARTICLE VIII

## DIRECTORS – NAMES AND STREET ADDRESSES

The names and street addresses of the members of the Board of Directors, who shall hold office until their successors have been duly elected or appointed and have qualified, are as follows:

| Name | Street Address |
|---|---|
| Jorge P. Font-Serrano | 11716 Southwest 93rd Terrace<br>Miami, Florida 33186 |
| Tomás T. Fernández-Aballí | 11716 Southwest 93rd Terrace<br>Miami, Florida 33186 |
| Hortensia Fernández-Aballí | 11716 Southwest 93rd Terrace<br>Miami, Florida 33186 |

IN WITNESS WHEREOF, the undersigned President of Pedroso Cuban Holdings, Inc., does hereby execute, subscribe and acknowledge these Amended and Restated Articles of Incorporation and certifies that the facts stated herein are true and correct, at Miami, Florida, for the uses and purposes aforesaid, this 1st day of May, 2002.

Nicolás J. Gutiérrez, Jr.

Nicolás J. Gutiérrez, Jr., Esq.
President

**DESIGNATION AND ACCEPTANCE**
**OF**
**REGISTERED AGENT**

Pursuant to Section 48.091 and Chapter 607 of the Florida Statutes, PEDROSO CUBAN HOLDINGS, INC., having filed its Amended and Restated Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at Rafferty, Gutiérrez, Sánchez-Aballí, Stolzenberg & Gelles, P.A., 1101 Brickell Avenue, Suite 1400, Miami, Florida 33131-3117, has named Nicolás J. Gutiérrez, Jr., Esq., located thereat as its registered agent to accept service of process within this state.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

Date: May 1st, 2002

By: Nicolás J. Gutiérrez, Jr.

Nicolás J. Gutiérrez, Jr., Esq.
Registered Agent