

N95000002291

5300 First Union Financial Center

200 South Biscayne Boulevard

Miami, FL 33131-2339

305-579-0300

Fax: 305-579-0321

Morgan, Lewis
& Bockius LLP

COUNSELORS AT LAW

125
187
98 JUN 26 AM 11:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 25, 1998

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, FL 32399

200002573782--4
-06/26/98--01086--019
*****35.00 *****35.00

Re: Florida Partnership of the Americas, Inc.

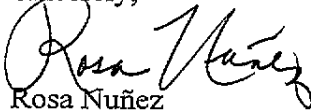
Dear Sir or Madam:

In connection with the above-referenced matter, enclosed please find for filing an original and one copy of the Articles of Amendment to Articles of Incorporation of Florida Partnership of the Americas, Inc.

Also enclosed is a check in the amount \$35.00 payable to the Secretary of State, to cover the cost of the filing fee. Please return the stamped filed copy of the Articles of Amendment in the self-addressed stamped envelope provided for your convenience.

If you have any questions, please do not hesitate to contact me at 305-579-0385.

Sincerely,



Rosa Nuñez

Legal Assistant

Enclosures

Amend

VS JUL 10 1998

MI01A/62144.1

Philadelphia Washington New York Los Angeles Miami Harrisburg Pittsburgh Princeton
London Brussels Frankfurt Tokyo Singapore Jakarta

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FLORIDA PARTNERSHIP OF THE AMERICAS, INC.

FILED
98 JUN 26 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006 of the Florida Not For Profit Corporation Act, the undersigned, Florida Partnership of the Americas, Inc., a Florida non-profit corporation, does hereby make and execute these Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Florida Partnership of the Americas, Inc.
2. The Articles of Incorporation are amended as follows:

ARTICLE IV

BOARD OF DIRECTORS

The Corporation shall be organized on a non-stock basis. The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation and the Bylaws of the Corporation as from time to time in effect. The Corporation shall have such number of members of the Board of Directors as shall be set forth in the Bylaws of the Corporation in effect from time to time, and the Board of Directors shall be elected in the manner set forth in the Bylaws.

3. Members are not entitled to vote. This amendment was adopted by the board of directors on May 28, 1998.

I declare that I have examined the foregoing Articles of Amendment to Articles of Incorporation and that the statements contained therein are, to the best of my knowledge and belief, true, correct and complete.

Executed this 24th day of June, 1998.

A handwritten signature in dark ink, appearing to read 'S. Vodicka', written over a horizontal line.

Susan Vodicka
President