

N 99000006284



ACCOUNT NO. : 072100000032

REFERENCE : 825892 7143749

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 11, 2000

ORDER TIME : 10:57 AM

ORDER NO. : 825892-005

CUSTOMER NO: 7143749

CUSTOMER: Charles E. Muller, Esq
Muller & Lipson, P.a.
Suite 1550
9350 South Dixie Highway
Miami, FL 33156

FILED
00 SEP 12 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: FREEDOM TOWER FOUNDATION, INC.

EFFECTIVE DATE:

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*****43.75 *****43.75

XX RESTATED ARTICLES OF INCORPORATION

Q COULLETTE SEP 12 2000

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT: SUSIE KNIGHT EXT 1156

EXAMINER'S INITIALS:

RECEIVED
00 SEP 11 AM 11:40
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 11, 2000

CSC

TALLAHASSEE, FL

SUBJECT: FREEDOM TOWER FOUNDATION, INC.
Ref. Number: N99000006284

RESUBMIT

Please give original
submission date as file date.

We have received your document for FREEDOM TOWER FOUNDATION, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 700A00047900

RECEIVED

00 SEP 12 AM 10:45

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

FREEDOM TOWER FOUNDATION, INC.

FILED
SEP 12 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The original Articles of Incorporation of this corporation, FREEDOM TOWER FOUNDATION, INC. (the "corporation"), were filed with the Department of State, State of Florida, on October 22, 1999. The undersigned President of the corporation has duly executed these amended and restated Articles of Incorporation in accordance with Florida Statutes §617.01201 to be filed in accordance with Florida Statutes §617.1007. On August 31, 2000, the board of directors of the corporation adopted the amendments to the Articles of Incorporation of the corporation set forth in these amended and restated Articles of Incorporation. Said amendments were adopted by the unanimous affirmative vote of the directors of the corporation on August 31, 2000. The number of votes cast by said directors for these amendments was sufficient for approval. There are no members of the corporation entitled to vote on these amendments. The Articles of Incorporation of the corporation are hereby amended and restated in their entirety to read as follows:

FIRST: The name of the corporation is FREEDOM TOWER FOUNDATION, INC.

SECOND: The mailing address of the corporation, and the street address of its principal office is 3155 N.W. 77th Avenue, Miami, Florida, 33122.

THIRD: The street address of the registered office of the corporation is 5730 SW 74th Street, Suite #700, Miami, Florida 33143, and its registered agent at that address is Blanck & Perry, P.A.

FOURTH: The corporation is organized and shall be operated exclusively for charitable, educational, and literary purposes set forth in §501 (c)(3) of the Internal Revenue Code of 1986 (the "Code"). This corporation shall have all powers granted to corporations not for profit under the laws of the State of Florida, except that it shall have no powers inconsistent with the

express terms and provisions of these Articles of Incorporation, and the corporation shall neither have nor exercise powers, nor operate for any other purposes, which would prevent it from qualifying as an exempt organization under §§170(c)(2) and 501(c)(3) of the Code.

FIFTH: No part of the net earnings of the corporation shall inure to the benefit of or be distributable to the corporation's directors, officers, or private individuals, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions in furtherance of the purposes set forth above.

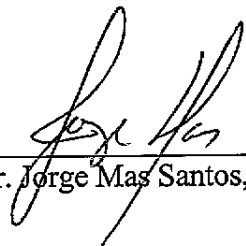
SIXTH: It is intended that this corporation shall have the status of a corporation which is exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. 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 any candidate for public office. Regardless of any other provision of these Articles to the contrary, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under §170(c)(2) of the Code.

SEVENTH: The provisions for qualification of members, classes of members, and the manner of their admission shall be in the bylaws of the corporation.

EIGHTH: Upon the dissolution of the corporation, the corporation shall, after paying or making provision for the payment of all its liabilities, distribute the assets of the corporation in accordance with the Florida Not For Profit Corporation Act but only to one or more organizations described in §§501(c)(3) and 170(c)(2) of the Code at the time of such distribution.

NINTH: Management of the activities of the corporation shall be vested in a board of directors. All matters concerning such directors, including their qualifications, number, method of election, removal, quorum, voting, meetings and notices thereof, shall be set forth in the bylaws of the corporation.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed these Amended and Restated Articles of Incorporation this 31st day of August, 2000.



Mr. Jorge Mas Santos, President