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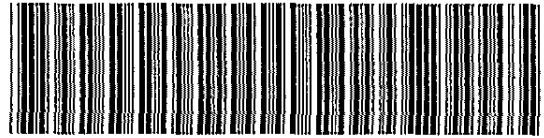
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Amend

07 MAR - 8 AM 11:48
CLERK FILE OF STATE
FALL AID OFFICE, FLORIDA

FILED



February 28, 2007

Corporate Specialist Supervisor
Amendment Section
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: University of Miami Document No. 702242

Dear Sir or Madam:

Enclosed are pertinent documents regarding the January 26, 2007 amendments to Article IX – Names of Managing Officers and Article X - Officers-Executive Committee, Section B. – Executive Committee, of the University of Miami Charter.

Also enclosed is a check in the amount of \$43.75 representing payment of the filing fee and certification of amendment. Please return the certification in the enclosed self-addressed stamped envelope provided for your convenience.

Sincerely,

A handwritten signature in black ink, appearing to read "Leslie Dellinger Aceituno".

Leslie Dellinger Aceituno
Assistant to the Secretary of the University
and Director of Operations

Ida:
Enclosures

UNIVERSITY OF MIAMI CHARTER AMENDMENTS

ARTICLE IX - Names of Managing Officers
and
ARTICLE X – Officers – Executive Committee
Section B. Executive Committee

FILED
- 07 MAR - 8 AM 11:48
UNIVERSITY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, Secretary of the **UNIVERSITY OF MIAMI**, a non-profit corporation duly organized and existing under the laws of the State of Florida, hereby **CERTIFY** that the following is a true and correct copy of a certain resolution adopted by the Board of Trustees of the said corporation, at a regular meeting of the said Board of Trustees duly held on January 26, 2007. There were 59 out of 83 voting members in attendance and the resolution to amend **ARTICLE IX - Names of Managing Officers** and **ARTICLE X - Officers, Section B. Executive Committee** of the University of Miami Charter was adopted by a vote of 59 affirmative votes and no negative votes. The Charter requires that a quorum (one-third of those members authorized to vote) be present to consider an amendment to the Charter and that a 2/3 vote of the trustees present at the meeting is required to adopt an amendment to the Charter. Both of these requirements were met.

ARTICLE IX - Names of Managing Officers

The officers who are to manage the affairs of this corporation until their successors are elected and qualified are:

Donna E. Shalala, President
Thomas J. LeBlanc, Executive Vice President and Provost
Joseph Natoli, Senior Vice President for Business and Finance
Aileen M. Ugalde, Vice President, General Counsel and Secretary

Said officers as well as other vice presidents and deans, and other administrative officers who now manage the affairs of the University, are to continue in office until the first election or appointment under this amended charter.

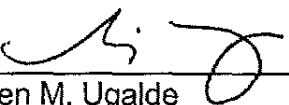
ARTICLE X - Officers - Executive Committee

Section B. Executive Committee

The membership of the Executive Committee shall consist of twenty-one (21) trustees including: the Chairman of the Board, ex-officio, the Vice Chairman (Chairmen) of the Board, ex-officio, the President of the University, ex-officio, and the immediate past Chairman of the Board, ex-officio, who shall serve with the chairpersons of the Academic Affairs Committee, the Athletic Advisory Committee, the Audit and Compliance Committee, the University Advancement Committee, the Finance Committee, the Government Affairs and Public Policy Committee, the Investments Committee, the Master Planning and Construction Committee, the Medical Affairs Committee, the Student Affairs Committee, and the Trustee Service Committee. There

shall also be a minimum of two at-large members of the committee. In the event any chairperson of the above listed committees shall decline to serve or is also an elected officer of the Board, the number of at-large members shall increase to bring the membership of the committee to twenty-one. At-large members shall be nominated annually from the membership of the Board of Trustees by the Trustee Service Committee. A trustee shall not be eligible to serve as an at-large member of the Executive Committee for more than four consecutive years. Any trustee shall be empowered to make nominations from the floor in addition to those nominees of the committee. When the Board is not in session, the Executive Committee shall exercise all the powers of the Board of Trustees except (1) the power of making major changes in academic policy and of handling those business affairs that have a major impact upon academic policy, and (2) the power of electing or removing the President of the University, and (3) the power of adopting or altering the Charter or Bylaws of the corporation. The Executive Committee shall have the power and authority to delegate to an investment committee to be established in the Bylaws the responsibility for investment activities of the University with the right to delegate such portion of that authority as the investment committee determines to an agent or agents selected by the investment committee with the approval of the Executive Committee. The Executive Committee shall have the responsibility to review and make recommendations on proposals for major change in employee benefit programs and shall serve in an advisory capacity to the administration on matters relating to direct and indirect compensation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the said corporation this 23rd day of February, 2006, at Coral Gables, Miami-Dade County, Florida.



Aileen M. Ugalde
Secretary of the University

(Corporate Seal)