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BASIC AMENDMENT

CODEC INC.

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Amended & Restated
Art.
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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CODEC, INC.
(A Florida Not-For-Profit Corporation)**

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CODEC, Inc., a not for profit corporation organized and existing under the laws of the State of Florida, does hereby certify pursuant to Section 617.1006 and 617 1007, Florida Statutes, that

1. The name of the corporation is CODEC, Inc (the "Corporation").
2. These Second Amended and Restated Articles of Incorporation were duly adopted by the members of the Corporation and the Board of Directors of the Corporation at a meeting held on February 28, 2003, and the number of votes cast for the amendments was sufficient for approval.
3. The text of the Articles of Incorporation of the Corporation, as heretofore amended, is hereby restated with the amendments set forth below, effective as of the date of filing of this instrument with the Secretary of State of the State of Florida, to read as follows:

Article I
NAME

The name of this corporation shall be CODEC, Inc. hereinafter called the "Corporation").

Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is 1223 S.W. 4th Street, Miami, Florida 33130-2038

Article III
PURPOSE

This Corporation is a not-for-profit corporation, organized and shall be operated exclusively for scientific, educational and charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit, including, without limitation, engaging in the development of

H03000244699 2

housing of all types for low income persons, the elderly and handicapped, and health care facilities, community development and all related activities

Article IV
MEMBERSHIP

The Corporation shall have members who shall have the qualifications and rights set forth in the Bylaws of the Corporation, as amended from time-to-time.

Article V
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 1223 S.W. 4th Street, Miami, Florida 33130-2038; and the name of the Corporation's registered agent at that address is Mr. Guarione M. Diaz.

Article VI
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of members of the Board of Directors shall not be less than three (3). The number of members of the Board of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation.

Article VII
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for educational, scientific, charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, as selected by the Board of Directors.

Article VIII
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

H03000244699 2

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

Article IX
INDEMNIFICATION

Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a member of the Corporation or director of the Corporation, (b) who is or was an officer, agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of a director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as such member, director, officer, trustee, partner, agent, employee or representative, or arising out of his status as such member, director, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled.

IN WITNESS WHEREOF, the Corporation has caused the execution of these Second Amended and Restated Articles of Incorporation on this 18th day of July, 2003.

CODEC, INC.

By: Guarione M. Diaz
Name Guarione M. Diaz
Title: President