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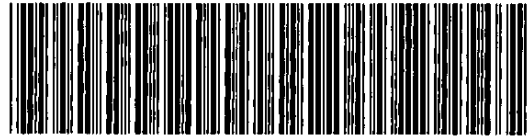
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TALLAHASSEE, FLORIDA

**LAW OFFICES OF SOPHIA E. LANGLEY, P.A.
5415 LAKE HOWELL ROAD
No. 242
WINTER PARK, FLORIDA 32792
SOPHIA@LANGLEYLAW.COM**

PHONE: (407) 628-2232

FACSIMILE (407) 678-7335

June 30, 2006

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Attn: Registration Section

VIA OVERNIGHT MAIL

RE: Mariscal Ayacucho University, L.L.C.

To Whom It May Concern:

Enclosed please find for filing Amended and Restated Articles of Organization for Mariscal Ayacucho University, L.L.C., a Florida limited liability company, along with the required fees. Note that a Statement of Registered Agent is included as required, but the registered agent for the limited liability company has not changed.

Please return all correspondence regarding this matter to my attention at the following address:

**Sophia E. Langley
Law Offices of Sophia E. Langley, P.A.
5415 Lake Howell Road
No. 242
Winter Park, Florida 32792**

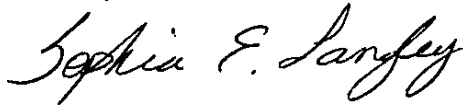
If there are any questions or concerns regarding the enclosed, I can be reached at (407) 628-2232. I will, however, be out of the office July 5 through July 6, 2006 and not reachable by phone during this brief period but a message can be left on voice mail.

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In addition to the filing fee of \$25.00, we have included the additional \$30.00 for a certified copy of the amended and restated articles, for a total of \$55.00. The certified copy can be sent to my address as provided herein.

Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in cursive script that reads "Sophia E. Langley".

Sophia E. Langley

Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF
MARISCAL AYACUCHO UNIVERSITY L.L.C.**

Pursuant to the provisions of Florida Statutes §608.407 and §608.411, Mariscal Ayacucho University, L.L.C., a Florida limited liability company which filed its original Articles of Organization with the Florida Department of State on August 1, 2005, by resolution duly adopted by its members and duly executed in accordance with the applicable statutory requirements, hereby adopts the following Amended and Restated Articles of Organization.

**ARTICLES OF ORGANIZATION OF
MARISCAL AYACUCHO UNIVERSITY L.L.C.**

The undersigned certifies that the members have associated together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Mariscal Ayacucho University, L.L.C., and the mailing and street address of its principal office is 201 South Biscayne Boulevard, 28th Floor, Miami, Florida 33131, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under law.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or

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department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida law, lawfully carry on, exercise, or do.

ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV. MEMBERS

The names and addresses of each member of the limited liability company are as follows:

Title:

Name and Address:

Member

Aristides Maza Duerto

799 Crandon Boulevard
Suite 601

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Member

Orianna E. Maza Duerto

799 Crandon Boulevard
Suite 601
Key Biscayne, Florida 33149

ARTICLE V. MANAGEMENT

This limited liability company is to be a manager-managed company, and will be managed by four managers. The names and addresses of the persons who shall serve as the managers until their successors are elected and qualified are as follows:

- | | |
|-----------------------------|---|
| 1. Octavio Maza Duerto | 799 Crandon Boulevard Suite 601 Key Biscayne, Florida 33149 |
| 2. Luis E. Martinez Hidalgo | 452 Grand Concourse Miami Shores, Florida 33138 |
| 3. Aristides Maza Duerto | 799 Crandon Boulevard Suite 601 Key Biscayne, Florida 33149 |
| 4. Orianna E. Maza Duerto | 799 Crandon Boulevard Suite 601 Key Biscayne, Florida 33149 |

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ARTICLE VI. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions, if required of new members, shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with written consent of all the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

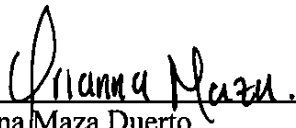
ARTICLE VII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1428 Brickell Avenue, Suite 206, City of Miami, County of Dade, State of Florida, 33131, and the name of the

company's initial registered agent at that address is Juan A. Figueroa.

The undersigned, being one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Amended and Restated Articles of Organization of Mariscal Ayacucho University, L.L.C.

Executed by the undersigned at the principal place of business, 201 South Biscayne Boulevard, 28th Floor, Miami, Florida 33131, on this 29th day of June 2006.



Orianna Maza Duerto

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STATEMENT OF REGISTERED AGENT

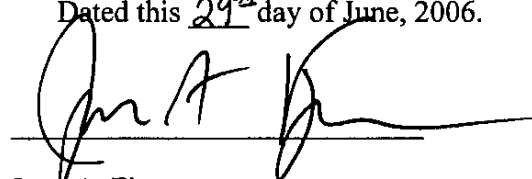
Pursuant to the provisions of Sections 608.415 and 608.407(1)(c), of the Florida Limited Liability Company Act the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is: Mariscal Ayacucho University, L.L.C.

The name of the registered agent for Mariscal Ayacucho University, L.L.C. is Juan A. Figueroa, and the street address of the company's principal office where the agent is located is 1428 Brickell Avenue, Suite 206, Miami, Florida 33131.

This statement is to acknowledge that, as indicated above, Mariscal Ayacucho University, L.L.C. has appointed me, Juan A. Figueroa, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 29th day of June, 2006.


Juan A. Figueroa

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TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 29th day of June 2006, by Juan A. Figueroa, agent on behalf of Mariscal Ayacucho University, L.L.C. a limited liability company. He is personally known to me or has produced _____ as identification.


Notary's signature

