

NO2000000442

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BASIC AMENDMENT

CONFERENCIA LATINO AMERICANA DE COMPANIAS EXPRESS, I

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THIS INSTRUMENT PREPARED BY:
Franklin H. Caplan, Esq.
Florida Bar #759333
BERGER SINGERMAN, P.A.
200 S. Biscayne Boulevard, #1000
Miami, FL 33131

**RESTATED
ARTICLES OF INCORPORATION
OF
CONFERENCIA LATINO AMERICANA DE COMPAÑIAS EXPRESS, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

Document Number: N02000000442

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned chairperson of the Board of Directors of Conferencia Latino Americana de Compañias Express, Inc. (the "Corporation"), for and on behalf of the Board of Director and the Corporation, hereby restates the Articles of Incorporation of the Corporation, and hereby makes, executes and acknowledges these Restated Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act for the purpose of restating in their entirety Articles of Incorporation filed on January 22, 2002 and assigned document number N0200000020441. No member approval is required for these Restated Articles of Incorporation, which have been adopted, approved and ratified by the Board of Directors of the Corporation.

**ARTICLE I
NAME**

The name of the Corporation is: **CONFERENCIA LATINOAMERICANA DE COMPAÑIAS EXPRESS, INC.**

**ARTICLE II
ADDRESS**

The street address of the principal office of the Corporation, and the Corporation's mailing address, is c/o Franklin H. Caplan, 200 South Biscayne Boulevard, Suite 1000, Miami, Florida 33313.

**ARTICLE III
PURPOSE**

The Corporation is organized and shall be administered and operated exclusively to receive, administer, and expend funds to promote and represent the common business interests of members of the integrated air express industry and to improve business conditions in the integrated air express industry, all within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent tax laws of the United States.

In furtherance of the purposes of the Corporation, and within the foregoing restrictions, the Corporation shall have all lawful powers necessary or appropriate to such purposes, including but not limited to all corporate powers corporations may have under the Florida Not For Profit Corporation Act, as it may be amended or replaced from time to time, or the provisions of any similar law; provided, however, that the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation, as set forth herein.

ARTICLE IV BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by, and all corporate powers shall be exercised by and under the authority of a Board of Directors. The Board of Directors initially shall consist of not less than four (4) nor more than nine (9) persons who shall hold office until their successors are duly appointed and qualified. The manner of appointment of Directors shall be as set forth in the Bylaws.

ARTICLE V MEMBERS

The Corporation shall have Members and the Bylaws shall set forth the classifications, terms, conditions and qualifications of such Members. The manner of admission of Members of the Corporation, and provisions governing Members' respective status, rights, responsibilities or benefits, shall be as provided in the Bylaws or as determined by the Board from time to time. The Corporation shall have authority to issue certificates of membership as provided in the Bylaws or as determined by the Board from time to time. In no event shall Members be entitled to vote. Membership in the Corporation shall be non-transferable.

ARTICLE VI PRESIDENT'S COUNCIL

The Board of Directors may, in its discretion, appoint a President's Council to assist the Board or officers of the Corporation or otherwise serve the purposes of the Corporation. If the President's Council is established, the status and responsibilities of the President Council members shall be as provided in the Bylaws or determined by the Board from time to time.

ARTICLE VII ADVISORY COMMITTEE

The Board of Directors may, in its discretion, appoint an Advisory Committee to assist the Board or officers of the Corporation or otherwise serve the purposes of the Corporation. If the Advisory Committee is established, the status and responsibilities of the Advisory Committee members shall be as provided in the Bylaws or determined by the Board from time to time.

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ARTICLE VIII LIMITATIONS

(1) The Corporation is organized not for profit, and no part of the net income of the Corporation shall inure to the benefit of or be distributable to its directors, officers, members or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article III.

(2) The private property of the Corporation's incorporator, directors, officers, employees, professionals, agents, Advisory Committee members, and members, shall not be subject to the payment of debts or obligations of the Corporation to any extent whatsoever.

(3) Without limiting the powers conferred by law, the Corporation is authorized to carry on its business and to hold annual or special meetings of its Board in any jurisdiction.

(4) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt from taxation under Section 501(c)(6) of the Code, and the related Treasury Regulations as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws; or (ii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended. The Corporation shall in all respects comply with all requirements imposed by Florida and federal law upon a Florida not-for-profit organization that is exempt from federal taxation.

(5) The Corporation has a policy of non-discrimination, and accordingly, the Corporation will not discriminate on the basis of race, color or national or ethnic origin in the administration of the Corporation's affairs and/or its policies or programs.

(6) The Corporation also has a policy, agreement with which is required as a condition of membership on the part of all members, to encourage and promote compliance with the U.S. Foreign Corrupt Practices Act, and related regulations, similar laws and regulations as in effect in Latin America and the Carribbean, as more fully set forth in the Bylaws.

ARTICLE IX DISSOLUTION

The assets and all proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated to the purposes stated in Article III hereof. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation, in such proportions as the Board of Directors (or in their absence a court of competent jurisdiction) may determine, for the common business interests of the members or to such organizations that are exempt from federal income tax under Section 501 (c) (6) of the Code, or

corresponding provisions of any subsequent federal tax laws.

ARTICLE X
INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is c/o Franklin H. Caplan, 200 South Biscayne Boulevard, Suite 1000, Miami, Florida 33131. The Corporation's initial Registered Agent is Franklin H. Caplan, Esq., Berger Singerman, P.A., 200 South Biscayne Boulevard, Suite 1000, Miami, Florida 33131.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator is:

Franklin H. Caplan, Esq.
Berger Singerman, P.A.
200 South Biscayne Boulevard, Suite 1000
Miami, Florida 33131

ARTICLE XII
BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of the Corporation shall be vested solely in the Board of Directors, and shall be subject to the provisions of the Bylaws.

ARTICLE XIII
AMENDMENTS TO ARTICLES

The power to amend these Articles of Incorporation shall be vested solely in the Board of Directors.

IN WITNESS WHEREOF, these Restated Articles of Incorporation have been executed this ___ day of October 2003, and upon filing of the same with the Florida Department of State, are intended to have effect as of January 22, 2002.


Francisco X. Santeira
Chairman/President

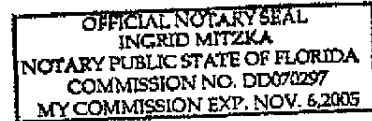
STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged and subscribed to before me this 14 day of October 2003, by Francisco X. Santeiro, who is personally known to me or who has provided identification as to his identity.



Notary Public, State of Florida

My commission expires:



ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of the Corporation, and I agree to comply with the provisions of the laws of the State of Florida, including Section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process. I am familiar with and accept the obligations provided for in Chapter 617, Florida Statutes.

Date: October ¹³ 2003.



Franklin H. Caplan
Initial Registered Agent