

N03000002325

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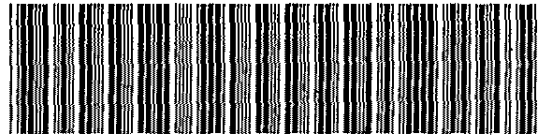
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TALLAHASSEE, FLORIDA

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6-21
Amend
& restore

SANCHEZ-MEDINA & ASSOCIATES, P.A.

LAW OFFICE

THE COLONNADE, SUITE 302

2333 PONCE DE LEON BLVD., CORAL GABLES, FLORIDA 33134

TEL: 305.448.4344 • FAX: 305.448.7887 • RSANCHEZ-MEDINA@RSM-LAW.COM

June 8, 2004

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

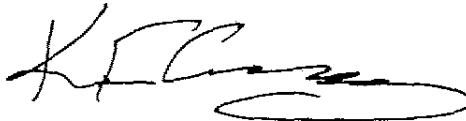
**RE: Amended and Restated Articles of Incorporation of
Florida Builders Association, Inc.**

To Whom It May Concern:

Enclosed please find the Articles of Restatement of Articles of Incorporation, as well the Amended and Restated Articles of Incorporation of Florida Builders Association, Inc.. Further, please find check #1264 in the amount of \$35.00 to satisfy the filing fee with the Division of Corporations.

Please call me if you have any questions or comments.

Very truly yours,

A handwritten signature in black ink, appearing to read 'K. Cruz', with a large, stylized flourish at the end.

Kevin F. Cruz

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
FLORIDA BUILDERS ASSOCIATION, INC.

The Corporation hereby amends and restates the Articles of Incorporation of Florida Builders Association, Inc. under the Florida Not for Profit Corporation Act.

ARTICLE I

CORPORATE NAME

The name of this Corporation is Florida Builders Association, Inc.

ARTICLE II

MAILING ADDRESS AND PRINCIPAL OFFICE

The address of the Corporation's mailing address and principal office are 1080 E. 24th Street, Hialeah, Florida 33013.

ARTICLE III

NATURE OF CORPORATE BUSINESS

This Corporation, through its officers, employees and agents, is formed for the purpose of internationally promoting and endorsing the State of Florida construction industry, other related real estate development industry and to engage in any lawful purposes not for pecuniary profit. The existence of the Corporation shall be perpetual.

ARTICLE IV

MEMBERS

The Corporation shall have no members.

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ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial registered agent and registered office in the State of Florida shall be Veronica Mendieta, located at 1080 E. 24th Street, Hialeah, Florida 33013.

ARTICLE VI

BOARD OF TRUSTEES

The Corporation shall have five (5) members to its Board of Trustees. The manner in which the Trustees are elected shall be as set forth in the Bylaws. The number of Trustees may be altered from time to time in accordance with Bylaws adopted by the Board of Trustees. The initial members of the Board of Trustees of the Corporation shall be:

Veronica Mendieta
Milton Ponce
Augusto R. Casamayor
I. Dino Ajo

ARTICLE VII

BYLAWS; ARTICLES OF INCORPORATION

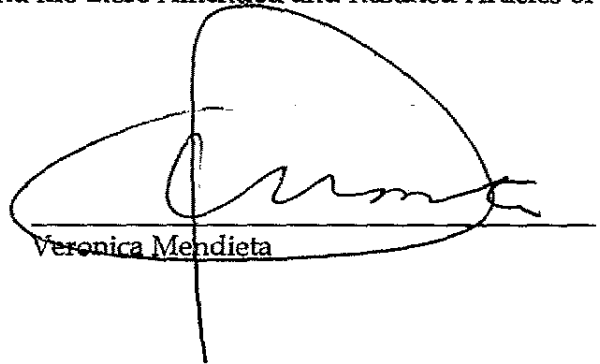
The first Bylaws of the Corporation shall be adopted by the Board of Trustees and may be altered, amended or rescinded in the manner provided in the Bylaws. These Articles of Incorporation may be amended by a majority of the Board of Trustees.

ARTICLE VIII

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is Veronica Mendieta, 1080 E. 24th Street, Hialeah, Florida 33013.

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Amended and Restated Articles of Incorporation.



Veronica Mendieta

CERTIFICATE OF REGISTERED AGENT
OF
FLORIDA BUILDERS ASSOCIATION, INC.

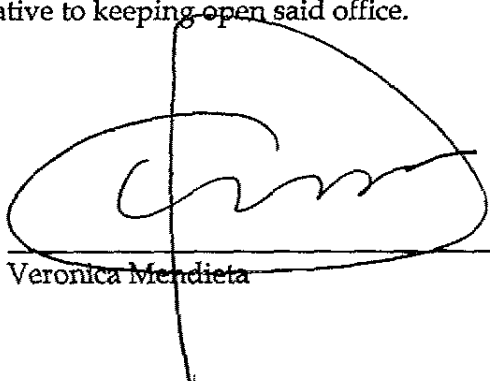
Pursuant to Section 617.0202 of the Florida Not for Profit Corporation Act, the following is submitted, in compliance with said Act:

That, **Florida Builders Association, Inc.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Amended and Restated Articles of Corporation, has named Veronica Mendieta, with an address of 1080 E. 24th Street, Hialeah, Florida 33013, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 1st day of March, 2004.



Veronica Mendieta

FLORIDA BUILDERS ASSOCIATION, INC.

**ARTICLES OF RESTATMENT OF
ARTICLES OF INCORPORATION**

Pursuant to the provisions of Section 617.1007 and 617.1002(1)(a), Florida Statutes, **FLORIDA BUILDERS ASSOCIATION, INC.**, a Florida not for-profit corporation (the "Corporation"), adopts the following Amended and Restated Articles of Incorporation to its original Articles of Incorporation which were filed with the Florida Department of State on March 17, 2003, **Charter No. N03000002325**, and hereby certifies that:

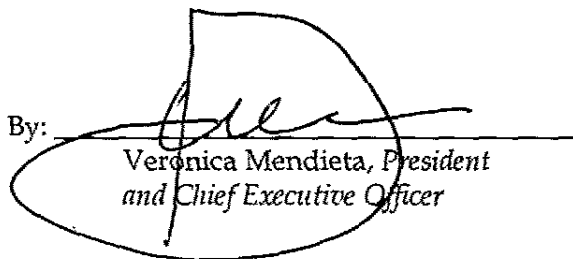
FIRST: Pursuant to Section 617.1007 and Section 617.1002, the members of the Corporation desire to amend and restate the Articles of Incorporation of the Corporation.

SECOND: Pursuant to Section 617.1006, the Corporation hereby delivers to the State of Florida the text of the Amended and Restated Articles of Incorporation of the Corporation (attached hereto), which contains an amendment to the original Articles of Incorporation of the Corporation and is required to be approved by the members of the Corporation.

THIRD: The Amended and Restated Articles of Incorporation of the Corporation (attached hereto) was adopted by a majority of the members of the Corporation, at a special meeting of the members held on March 17, 2004. The number of members voting for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed these Articles of Restatement as of March 17, 2004.

FLORIDA BUILDERS ASSOCIATION, INC.

By: 
Veronica Mendieta, President
and Chief Executive Officer