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Amend.

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7/25

Law Offices of
PAUL R. SASSO
7721 S.W. 62nd Avenue
Suite 202
South Miami, FL 33143
(305)662-1066 Telephone
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July 22, 2004

Amendment Section
Division of Corporations
P.O. Box 6237
Tallahassee, FL 32314

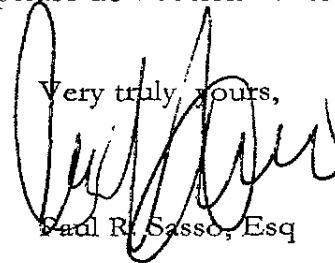
RE: STATE REPRESENTATIVE JULIO ROBAINA FOUNDATION, INC./
ARTICLES OF AMENDMENT

Dear Sir/Madam;

Enclosed please find the Articles of Amendment for the above-referenced corporation and a check in the amount of \$43.75 for the filing fee and a certified copy of the amendment.

Thanking you in advance for your attention and cooperation in this regard. Should you have any questions or concerns please do not hesitate to contact our office. I remain;

Very truly yours,



Paul R. Sasso, Esq

PRS/nr

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of**

STATE REPRESENTATIVE JULIO ROBAINA FOUNDATION, INC.
(present name)

N03000008009
(Document Number of Corporation(if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

AMENDMENT TO: ARTICLE V - DIRECTORS AND/OR OFFICERS:

Change of address for Julio Robaina

Delete- 6741 S.W. 24th Street, Suite 19 Miami, FL 33155

Add- 4308 S.W. 62nd Avenue, Miami, FL 33155

Change of address for Claudia Miro

Delete -6741 S.W. 24th Street, Suite 19, Miami, FL 33155

Add - 4308 S.W. 62nd Avenue, Miami, FL 33155

Delete Alex Dominguez as Secretary and Director

Add - Chiara Fabietti as Secretary and Director

4308 S.W. 62nd Avenue, Miami, FL 33155

AMENDMENT TO: ARTICLE III - PURPOSE:

Change to read: The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding of any future federal tax code.

AMENDMENT TO ADD / ARTICLE VIII - PROHIBITIONS

Article VIII - Prohibitions shall read: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be

carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing of distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding action of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

AMENDMENT TO ADD / ARTICLE IX - CAPITAL STOCK

Article IX - Capital Stock shall read: This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

AMENDMENT TO ADD / ARTICLE X - QUALIFICATION OF MEMBERSHIP

Article X - Qualification of Membership shall read: The Categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By-Laws of the Corporation.

AMENDMENT TO ADD / ARTICLE XI - TERM OF EXISTENCE

Article XI - Term of Existence shall read: This Corporation shall have perpetual existence.

AMENDMENT TO ADD / ARTICLE XII - LIABILITIES OF DEBT

Article XII - Liabilities of Debt shall read: Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

AMENDMENT TO ADD / ARTICLE XIII - VOTING RIGHTS

Article XIII - Voting Rights shall read: Members of the Corporation will have such voting rights as are provided in the By-Laws of the Corporation.

AMENDMENT TO ADD / ARTICLE XIV - EFFECTIVE DATE

Article XIV - Effective Date shall read: These Articles of Amendment to Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

AMENDMENT TO ADD / ARTICLE XV - AMENDMENT

Article XV - Amendment shall read: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all of the Directors and all of the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation is made.

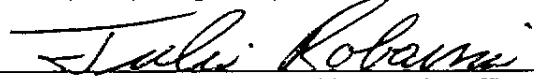
AMENDMENT TO ADD / ARTICLE XII - DISSOLUTION

Article XVI - Dissolution shall read: Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of a competent jurisdiction of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SECOND: The date of adoption of the amendment(s) was: 7-21-04

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.



Signature of Chairman, Vice Chairman, President or other officer

Julio Robaina

Typed or printed name

President

Title

7-21-04

Date