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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Peruvian American Trade Center, Corp.

**DOCUMENT NUMBER:** N04000001388

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Alberto Amoros

(Name of Contact Person)

Suite 1607, Two Datran Center

(Firm/ Company)

9130 South Dadeland Boulevard

(Address)

Miami, Florida 33156-7851

(City/ State and Zip Code)

For further information concerning this matter, please call:

Alberto Amoros

(Name of Contact Person)

at ( 305 ) 670-7858

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF RESTATEMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PERUVIAN AMERICAN TRADE CENTER, CORP.  
N04000001388**

FILED  
06 MAR -7 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The above corporation (hereinafter referred to as the "Corporation") existing pursuant Florida Not For Profit Corporation Act, desiring to give notice of corporate action effectuating the restatement of its Articles of Incorporation in accordance to the provisions of Section 6/7.1007, Florida Statutes, sets forth the following:

1. The name of the Corporation is: "Peruvian American Trade Center, Corp."
2. Attached hereto as Exhibit A is a copy of the articles of incorporation of the corporation fully restated to include all amendments to the articles of incorporation through the date of filing of this document.
3. The Corporation does not have Members.
4. The effective date of the amendments and restatement is immediately.
5. The amendments and restatement were adopted by the Board of Directors of the Corporation, by unanimous written Consent dated

February 15<sup>th</sup>, 2006.

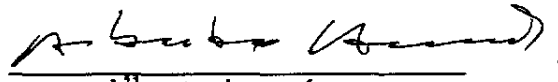
**IN WITNESS WHEREOF**, Peruvian American Trade Center, Corp. has cause these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on the 2<sup>nd</sup> day of March, 2006.

Peruvian American Trade Center, Corp.

by

  
Jose Delfino  
its President

Attest:

  
Alberto Amorós  
Secretary

**Exhibit A**

**RESTATED ARTICLES  
OF  
INCORPORATION  
OF**

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**PERUVIAN AMERICAN TRADE CENTER, CORP.**

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These Amended and Restated Articles of Incorporation were adopted effective February 13, 2006 by the Corporation's Board of Directors pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act. These Amended and Restated Articles of Incorporation supercede in whole the original Articles of Incorporation of the PERUVIAN AMERICAN TRADE CENTER, CORP.

**ARTICLE I  
NAME**

The name of the corporation is: PERUVIAN AMERICAN TRADE CENTER, CORP.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be at 1940 NW 82<sup>nd</sup> Avenue, Miami, Florida 33126, USA.

**ARTICLE III**  
**REGISTERED OFFICE**

The registered office of this corporation shall be 1940 NW 82<sup>nd</sup> Avenue, Miami, Florida 33126.

**ARTICLE IV**  
**PURPOSES**

To promote the business of import and export between Peru and the United States of America, by promoting the creation of more and better jobs through the development and facilitation of Peruvian exports of goods and services, utilizing the best and most modern ways and means; by organizing trade fairs for exporters; and educating the prospective exporters in Peru and other Latin American countries in order to sell their products in the U. S. market. To foster trade and commerce and the interests of those having a common trade, business, financial, or professional interest in trading activities; to secure freedom from unjust or unlawful exactions; to provide accurate and reliable information as to the standing of merchants, and other matters; to procure uniformity and certainty in customs and usages of trade and commerce; to settle and adjust differences between its members and

others and to promote and enhance the business relationship among exporters.

To promote international trade; to educate exporters in the US market about its mechanics; to organize seminars in the exporting countries as to how develop an international market; to educate future exporters in the techniques of international trading; to organize seminars for the general public as to how to become an exporter and the exporting process.

The Corporation may (i) conduct such surveys, research, other studies, educational programs, and seminars as the Board of Directors, in its sole discretion, determine to be useful or appropriate to the purposes of the Corporation, and (ii) render reports on such surveys, research or other studies as the Board of Directors, in its sole discretion, deems worthy of reporting. All educational programs and seminars conducted by the Corporation shall be open to the public.

Do all such lawful acts and things necessary or proper to promote the improvement of business conditions of the exporters and traders' business and for the accomplishment of any purposes herein set forth or which shall be recognized as proper and lawful objectives of a trade association; all of which shall be consistent with applicable law and the public interest, as well as the interest of the industry and trade.

To this end, the Corporation shall at all times be operated exclusively for purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt

organizations under Section 501(c)(6) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

## ARTICLE V POWERS

The Corporation shall have all the powers granted upon corporations not for profit as provided by general law, and specifically as set forth by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of Section 501(c) of the Internal Revenue Code of 1986 under which the Corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

## ARTICLE VI EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the Corporation:

- a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, or others 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 the purpose clause hereof.

- b. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation will not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- c. Notwithstanding any other provision of these Articles, the Corporation will not, accept to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## ARTICLE VII DURATION

The duration of the corporate existence will be perpetual, from and after the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida, unless dissolved according to law.

ARTICLE VIII  
MEMBERSHIP

The Corporation will have no Members.

ARTICLE IX  
CAPITAL STOCK

The Corporation will neither have nor issue any capital stock.

ARTICLE X  
BOARD OF DIRECTORS

The management of the affairs of the Corporation shall be at all times vested in a Board of Directors, whose operations in governing the Corporation shall be defined by Statute, these articles and in the Corporation's bylaws, if any. No Director shall have any right, title, or interest in or to any property of the Corporation. Ultimate authority in the corporation shall reside in its Board of Directors.

The Board of Directors shall be composed of five members; their names and addresses being as follows:

Names	Addresses
Jose Delfino	1940 NW 82 <sup>nd</sup> Avenue Miami, Florida 33126

Jose Buraschi	1940 NW 82 <sup>nd</sup> Avenue Miami, Florida 33126
Mario Gomez	1940 NW 82 <sup>nd</sup> Avenue Miami, Florida 33126
Luis Bonilla	5435 NW 121 <sup>st</sup> Avenue Coral Springs, Florida 33076
Alberto Amoros	Suite 1607, Two Datran Center 9130 South Dadeland Boulevard Miami, Florida 33156-7851

## ARTICLE X

### MANNER OF ELECTION OF DIRECTORS

The Directors shall have power at any time, and from time to time, to elect any person to be a Director to fill a casual vacancy left by a Director. A vacancy on the Board of Directors shall be deemed to exist upon the death or resignation of any Director.

Any vacancy occurring on the Board of Directors, and new position created by increasing the number of Directors, may be filled by the affirmative vote of the majority of the remaining Directors, even though they may constitute less than a majority of the full Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

ARTICLE XI  
LESS THAN UNANIMOUS WRITTEN ACTION WITHOUT A MEETING

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written notice signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. When written action is taken by less than all directors, all directors as provided in this Article, must be notified immediately of the text and effective date. Failure to provide such notice does not invalidate the written action.

ARTICLE XII  
COMMITTEES

The Board of Directors may designate and appoint one or more Committees, each of which shall consist of one or more Directors and one or more individuals who are not Directors of the Corporation, which shall have the authority provided by the Board of Directors in the designating resolution. Such a committee shall have no authority to act on behalf of the Board of Directors but may otherwise undertake whatever tasks they are assigned and may make recommendations to the Board of Directors.

Each committee appointed by the Directors may, unless otherwise directed by the Directors, adopt such rules and regulations for the conduct of its affairs as it may deem desirable. All adopted rules and regulations shall be appropriate for the conduct of the Committee's affairs, consistent with the policy of the Corporation and subject to review and approval by the Directors

whenever the Directors may deem such review and approval desirable.

### ARTICLE XIII BYLAWS

The Directors shall have the power to make such Bylaws as it may deem proper for the management of the affairs of the Corporation. Amendments to the bylaws and other rule and regulations of the Corporation shall be made by the Board of Directors.

### ARTICLE XIV OFFICERS

The Corporation shall have such Officers selected from among their Directors as may from time to time be may be decided by the Board of Directors. The Board of Directors may appoint as Officers other than Directors of the Corporation. Their terms of office and the manner of their designation or selection shall be determined according to the Statutes in effect, these Articles and by the resolution of the Board of Directors. However, such appointments shall fully comply with section 1.501 (c) (3)-1 (d) (iii) of the Internal Revenue Code and/or any applicable sections or modifications thereof.

The first Officers of the Corporation shall be:

Office	Name	Address
President	Jose Delfino	1940 NW 82 <sup>nd</sup> Avenue Miami, Florida 33126.

Vice President     Jose Buraschi            1940 NW 82<sup>nd</sup> Avenue  
Miami, Florida 33126.

Vice President     Mario Gomez            1940 NW 82<sup>nd</sup> Avenue  
Miami, Florida 33126.

Vice President  
& Treasurer        Luis Bonilla            5435 NW 121<sup>st</sup> Avenue  
Coral Springs, Fl 33076

Vice President  
& Secretary        Alberto Amoros        Suite 1607, Two Datran Center  
9130 South Dadeland Boulevard  
Miami, Florida 33156-7851

## ARTICLE XV PERSONAL LIABILITY

No Officer, or Director of this Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the Officers, or Directors be subject to the payment of the debts or obligations of the Corporation.

The Directors of the Corporation shall not be personally liable to the Corporation for or with respect to any acts or omissions in the performance of his or her duties, as a Director, except liability:

- a. for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation;
- b. for acts or omissions which involve intentional misconduct or a knowing violation of law;
- c. or the types of liability set forth in the Florida Non For Profit Corporation Act Section 617.0834 or
- d. for any transaction from which the director received an improper personal benefit.

Any repeal or modification of this Article XV shall be prospective only and shall not adversely affect any limitation on the liability of a Director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

If the Florida Not For Profit Corporation Act is amended, after these Articles of Incorporation become effective, to authorize corporate action further eliminating or limiting the liability of directors, then, without further corporate action, the liability of a director of the Corporation, in addition to the limitation on liability provided herein, shall be limited to the fullest extent permitted by the Florida Not For Profit Corporation Act, as so amended.

## ARTICLE XVI

### INDEMNIFICATION

The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the State of Florida. The Board of Directors may authorize the Corporation to pay, or cause to be paid by means of insurance or otherwise, any judgment or fine rendered or levied against a present or former director, officer, employee, or agent of the Corporation in an action brought against such person to impose a liability or penalty for an act or omission alleged to have been committed by such person while a director, officer, employee, or agent of the Corporation, provided that the Board of Directors shall determine in good faith that such person acted in good faith and without willful misconduct or gross negligence for a purpose which he or she reasonably believed to be in the best interests of the Corporation. Payments authorized hereunder include amounts paid and expenses incurred (including attorneys' fees) in satisfaction of any liability or penalty or in settling any action or threatened action, but in no event shall this Article permit payment of any amount, payment of which would give rise to any liability for taxes or penalties under the Internal Revenue Code of 1986, as amended, if the corporation is at such time a private foundation.

## ARTICLE XVII

### DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the



Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then 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.

#### ARTICLE XVIII INCORPORATOR

The incorporator of the Corporation is Mr. Luis Bonilla of 5435 NW 121<sup>st</sup> Avenue, Coral Springs, Florida 33076.

#### ARTICLE XIX REGISTERED AGENT

The name and Florida street address of the Registered Agent is: Mr. Jose Delfino of 1940 NW 82<sup>nd</sup> Avenue, Miami, Florida 33126.

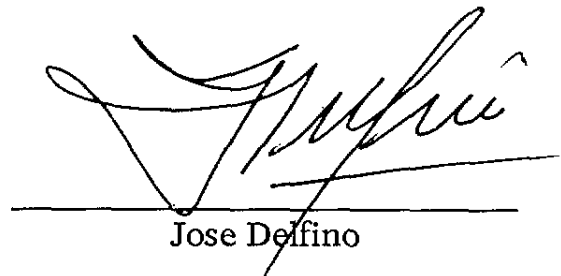
#### ARTICLE XX AMENDMENTS

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed; and, other provisions that might, under the Statutes of the State of Florida at the time in force, be lawfully contained in articles of incorporation may be added or inserted,

upon the affirmative vote of a majority of the Directors then in Office at a meeting for which notice of the meeting and the proposed amendment have been given; and all rights at any time conferred upon the Board of Directors of the Corporation by these Articles of Incorporation are subject to the provisions of this Article XX.

The term "these Articles of Incorporation" as used herein shall be deemed to mean these Articles of Incorporation as from time to time amended and restated.

IN WITNESS WHEREOF, the undersigned being the President of the said corporation executes this Restatement of Articles of Incorporation and verifies, subject to penalties of perjury, that the statement contained herein are true, this 2nd. day of March 2006.



Jose Delfino