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*Amendment and Restated
Art*

SECRETARY OF STATE
RECEIVED

08 DEC -8 PM 12:10

FILED

T. Roberts DEG 10.8.2008



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 10, 2008

ADRIANA RODRIGUEZ
1269 S. SCOTTSDALE ROAD
WEST PALM BEACH, FL 33417

SUBJECT: MINISTERIO INTERNACIONAL ENCUENTRO CON LA VIDA INC.
Ref. Number: N06000004230

We have received your document for MINISTERIO INTERNACIONAL ENCUENTRO CON LA VIDA INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

It appears that you completed the wrong form. The amendment form or amended and restated articles will be the proper forms. Please call before resubmittiing.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 608A00056702

Adriana Rodriguez
1269 S. Scottsdale Rd
West Palm Beach, FL 33417
561.313.7373

November 25, 2008

Florida Department of State
Attn: Tina Roberts
2661 Executive Center Circle
Tallahassee, FL 32301

Subject: Ministerio International Encuentro con La Vida Inc.
Ref. N# N06000004230

Dear Ms. Roberts,

Per our phone conversation, attached please find completed Amended form to the Articles of Corporation of Ministerio International Encuentro con la Vida Inc. I do need all pages certified in order to submit the papers to the IRS. A ck#1122 in the amount of \$52.50 was clear by the FL Dept of State.

Please contact me at 561.682.9500 X 230 if you have any questions.

Sincerely,


Adriana Rodriguez

ar/AR

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Ministerio Internacional Encuentro con La Vida, Inc.

DOCUMENT NUMBER: N06000004230

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

Please return all correspondence concerning this matter to the following:

Adriana Rodriguez
(Name of Contact Person)

(Firm/ Company)

1269 S. Scottsdale Road
(Address)

West Palm Beach, FL33417
(City/ State and Zip Code)

For further information concerning this matter, please call:

Jose Luis Espinosa at (561) 294-4199
(Name of Contact Person) (Area Code & Daytime Telephone Number)

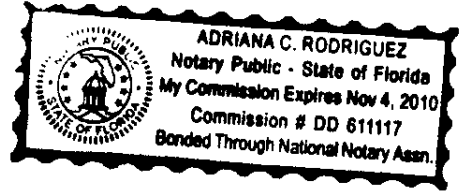
Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|--|---|

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

Amended And Restated



ARTICLES OF INCORPORATION

OF

MINISTERIO INTERNACIONAL ENCUENTO CON LA VIDA *INC.*

I, the undersigned, acting as corporation, submit the following Article of Incorporation for the purpose of forming a non-profit corporation pursuant to Chapter 617 of the Florida Statutes, and hereby certify that:

ARTICLE I

The name of the corporation is **Ministerio Internacional Encuentro con la Vida, INC.**, (hereinafter called the "Corporation.")

ARTICLE II

The principal place of business and mailing address of the Corporation is 5088 Summit Blvd, West Palm Beach, Florida 33415 and the mailing address of the Corporation is 3526 Mountain Side Circle, West Palm Beach, FL 33406.

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ARTICLE III

This Corporation is a not-for-profit corporation, organized for the purpose of engaging in benevolent, charitable, social, and spiritual activities on a national and international level and for the purpose of engaging in any lawful act of activity not for pecuniary profit so which not -for-profit corporation may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV

Any person, corporation, partnership, association or organization, who is interested in the purpose of the Corporation, who is capable of contributing to the achievement of those purpose and the effective operation of the Corporation, and who complies with the requirements established from time to time by the Bylaws, shall be eligible for membership.

ARTICLE V

The street address of the initial registered office of the Corporation is **3526 Mountain Side Circle, West Palm Beach, FL 33406**; and the name of the

Corporation's initial registered agent at the address is Jose Luis Espinosa, 3526 Mountain Side Circle, West Palm Beach, FL 33406.

ARTICLE VI

The affairs of the Corporation shall be managed by a Board of Directors Consisting of no less than Four (4) directors. The number of directors may be increase or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of elections of directors shall be regulated by the Bylaws. The name and address of the persons who shall serve as the initial directors of the Corporation are as follow:

Title	P
Name(Last, First, Middle)	Espinosa, Jose L.
Street Address	3526 Mountain Side Circle
City, State	West Palm Beach, Fl
Zip Code & Country	33406, USA

Title	VP
Name(Last, First, Middle)	Gonzalez, Aaron
Street Address	720 Hillcrest Blvd
City, State	West Palm Beach, Fl
Zip Code & Country	33405, USA

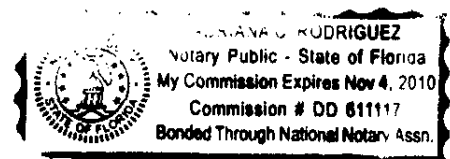
Title	TRE
Name(Last, First, Middle)	Espinosa, Lucas
Street Address	815 Macy Street
City, State	West Palm Beach, Fl
Zip Code & Country	33405, USA

Title	SECR
Name(Last, First, Middle)	Dominguez, Nerlyn
Street Address	717 McIntouch Street
City, State	West Palm Beach, Fl
Zip Code & Country	33406, USA

ARTICLE IV

The name and address of the person signing this Article of Incorporation are:

Title	P
Name(Last, First, Middle)	Espinosa, Jose L.
Street Address	3526 Mountain Side Circle
City, State	West Palm Beach, Fl
Zip Code & Country	33406, USA



ARTICLE VIII

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

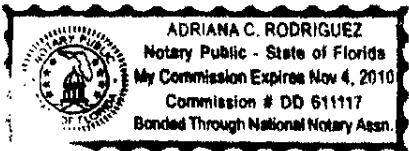
ARTICLE IX

No Part of the net earning of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code 1986), and the corporation shall not participate or intervene in (including the publishing or distributing) of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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 of 1986 (or the corresponding provision of any future United States internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law)

Amended to "Article of Incorporation" dated April 18, 2006.

THE RESTATEMENT WAS ADOPTED BY THE BOARD OF DIRECTORS AND DOES NOT CONTAIN ANY AMENDMENTS REQUIRING MEMBER APPROVAL

IN WITNES WHEREOF, undersigned Incorporator has execute these Articles of Incorporation of this 13 day of October, 2008 .



Jose L. Espinosa
Jose L. Espinosa, Incorporator