

NO 700000/481

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TALLAHASSEE, FLORIDA

Amended
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1217-07

Aballi
Milne
Kalil &
Escagedo, P.A.
Counsellors at Law

December 10, 2007

Via FedEx Overnight

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

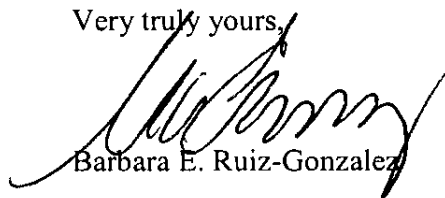
Re: Angels With a Mission Foundation, Inc.

Dear Sirs/Madam:

Enclosed are Amended Articles of Incorporation and Certificate of Registered Agent for the above-referenced entity, along with our firm's check for the filing fee of \$35.00.

Please do not hesitate to contact me if you have any questions or require any additional documents.

Very truly yours,



Barbara E. Ruiz-Gonzalez

BRG/jb

Enclosures

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ANGELS WITH A MISSION FOUNDATION, INC.**

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TALLAHASSEE, FLORIDA

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1. Pursuant to the provisions of section 617.1006 and 617.1007, Florida Statutes, this Florida Not for Profit Corporation amends and restates its Articles of Incorporation to read as follows:

ARTICLE I
NAME

The name of this corporation is **ANGELS WITH A MISSION FOUNDATION, INC.**

ARTICLE II
MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address of this Corporation shall be:

Suite 2250
1 S. E. 3rd. Avenue
Miami, Florida 33131

The principal office of this Corporation shall be:

777 Brickell Avenue
Suite 1201
Miami, FL 33131

ARTICLE III
PURPOSE

The Corporation is organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary and education purposes, and to foster national and international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), and for the prevention of cruelty to children and animals, 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 of 1986, as amended, or a corresponding section of any future federal tax code.

In the area of charitable activities, the Corporation's main focus will be providing assistance to the poor and the sick, focusing on children and elderly individuals.

ARTICLE IV **POWERS**

The Corporation shall have all of the powers, privileges, rights and immunities necessary or convenient for carrying out the purposes set forth in Article III hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (i) to acquire, own, maintain and use its assets for the purposes set forth in Article III hereof;
- (ii) to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article III hereof;
- (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article III hereof and to secure the same by mortgage, pledge or other lien on the Corporation's property;
- (iv) to raise funds by any legal means for the accomplishment of its purposes set forth in Article III hereof; and
- (v) to do and to perform all acts reasonably necessary to accomplish its purposes set forth in Article III hereof.

ARTICLE V **MANAGEMENT**

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, who shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall be not less than three (3) people. The number and method of election or appointment of directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the Board of Directors shall be as provided in the bylaws of the Corporation.

ARTICLE VI
BOARD OF DIRECTORS

The Board of Directors shall be elected or appointed as set forth in the bylaws of the Corporation.

ARTICLE VII
MEMBERS

The Corporation shall not have any members.

ARTICLE VIII
DISSOLUTION AND DISPOSITION OF ASSETS

A. Except as otherwise required by law, the Corporation shall not dissolve and shall not dispose of all or substantially all of its assets without the unanimous affirmative vote give by written consent or cast at a duly called meeting of the Board of Directors of the Corporation.

B. Upon the dissolution of the Corporation, the Board of Directors, shall, after paying or making provision for the payment and discharge of all of the liabilities of the Corporation, distribute the remaining assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code ("exempt purpose"), or the remaining assets shall be distributed either to the federal government or to a state or local government for one or more exempt purposes. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the country where the principal office of the Corporation is then located. Such court shall determine which organization or organizations that the undistributed assets shall go to, but such organization or organizations must be operated exclusively for one or more exempt purposes.

ARTICLE IX
RESTRICTIONS

A. No part of the net earnings of the Corporation shall insure to the benefit of or be distributable to its incorporators, directors, 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 of these Articles of Incorporation.

B. No substantial part of the activities of the Corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not either participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Additionally, the Corporation shall not engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activity not permitted to be carried on:

- (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or
- (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106 (a)(2) and 2522 of the Internal revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

D. The Corporation shall not:

- (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code;
- (ii) Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; or
- (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal revenue Code of 1986, as amended, or a corresponding section of any future tax code; or
- (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code.

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT


The name and address of the initial registered agent and the initial registered office of the company is:

AMKE REGISTERED AGENTS, L.L.C.
2250 SunTrust International Center
One S.E. Third Avenue
Miami, Florida 33131

2. There are no members entitled to vote on this Amendment and Restatement.

3. This Amendment and Restatement was adopted on Nov. 27, 2007, by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27 day of November, 2007.



Mariana Fernandez
President

CERTIFICATE OF REGISTERED AGENT

OF

ANGELS WITH A MISSION FOUNDATION INC.

a Florida Not For Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 608 of the Florida Statutes, the following is submitted, in compliance with said Act:

That ANGELS WITH A MISSION FOUNDATION INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization at the City of Miami, County of Dade, State of Florida, has named AMKE REGISTERED AGENTS, L.L.C. of 2250 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, as its agent to accept service of process with this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at 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 12th day of December, 2007.

AMKE REGISTERED AGENTS, L.L.C.

By: 

Arturo J. Aballi
Manager

Arturo J. Aballi
One S.E. Third Ave., Suite 2250
Miami, Florida 33131
Tel: (305) 373-6600
Florida Bar # 166383