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February 29, 2008

Department of State
Division of Corporations--
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

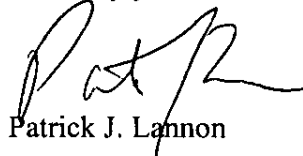
Re: Gus Machado Family Foundation, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Amended and Restated Articles of Incorporation for the Gus Machado Family Foundation, Inc. Also enclosed is our check in the amount of \$35.00 for the filing fee and an additional check for \$8.75 for a certified copy. I would appreciate it if you would return the certified copy of the Articles in the enclosed self-addressed stamped envelope to me.

Thank you for your attention in this matter. If you have any questions, please give me a call.

Sincerely yours,



Patrick J. Lannon

Enclosures

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GUS MACHADO FAMILY FOUNDATION, INC.

FILED
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STATE OF FLORIDA
TALLAHASSEE

The undersigned officer hereby files these Amended and Restated Articles of Incorporation for the Gus Machado Family Foundation, Inc., a Florida not for profit corporation (the "Corporation"), amending and restating its Articles of Incorporation originally filed with the Florida Secretary of State on February 4, 2008, and confirms that such Amended and Restated Articles of Incorporation were duly adopted by written consent of the Members and Board of Directors as of Feb 25, 2008, and pursuant to the provisions of Sections 617.1001, 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act.

ARTICLE I

Name

The name of the Corporation is **GUS MACHADO FAMILY FOUNDATION, INC.**

ARTICLE II

Address of Principal Office and Mailing Address

The address of the Corporation's initial principal office is 1200 West 49th Street, Hialeah, Florida 33012. The Corporation's initial mailing address is c/o Gus Machado, 1200 West 49th Street, Hialeah, Florida 33012.

ARTICLE III

Purpose

The Corporation is organized exclusively for such lawful and charitable, educational, literary, or scientific purposes, as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law.

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, unless such member, trustee, officer or other private person is itself an organization qualifying for exemption from

federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future United States Internal Revenue Law and except as reasonable compensation for services rendered or to make payments and distributions in furtherance of the purposes set forth in this Article II. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted under the Internal Revenue Code of 1986), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Amended and Restated 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 corresponding section 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 corresponding section of any future United States Internal Revenue Law.

ARTICLE IV

Election of Directors

The method of appointment or election of directors shall be stated in the Bylaws.

ARTICLE V

Board of Directors Authority

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of its Board of Directors which shall consist of no less than three individuals who are 18 years of age or older. The number of directors may be increased or decreased, from time to time, by amendment to the Bylaws, but the Corporation shall never have fewer directors than as prescribed by applicable Florida law at the time of said amendment.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 95 Merrick Way, Suite 440, Coral Gables, Florida, 33134 and the Corporation's initial registered agent at that address is Patrick J. Lannon, Esq.

ARTICLE VII

Members

The Corporation shall have one or more members, whose manner of selection, tenure, and authority shall be stated in the Bylaws.

ARTICLE VIII

Dissolution

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law, as may be determined by the Board of Directors.

ARTICLE IX

Amendments

Until the appointment or election of the initial Board of Directors, these Amended and Restated Articles of Incorporation may be amended, altered, changed or repealed by the Incorporator. After the appointment or election of the initial Board of Directors, these Amended and Restated Articles of Incorporation may only be amended, changed or repealed as provided in the Bylaws.

ARTICLE X

Activities by Private Foundation

During any period the Corporation is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986 or corresponding section of any future United States Internal Revenue Law, the Corporation shall not:

(a) Engage in any act of "self-dealing," as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law, which would give rise to any liability for the tax imposed by Section 4941(a) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law;

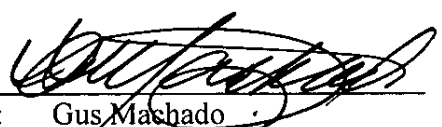
(b) Retain any "excess business holdings," as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law, which would give rise to any liability for the tax imposed by Section 4943(a) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law;

(c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law; and

(d) Make any "taxable expenditures," as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law, which would give rise to any liability for the tax imposed by Section 4945(a) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law.

During any period the Corporation is a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law, the Corporation shall distribute, for the purposes specified in these Amended and Restated Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation this 25 day of February, 2008.



By: Gus Machado
Its: President

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me on February 25, 2008, by Gus Machado who is personally known to me who upon oath duly sworn stated he executed the foregoing instruments for the purposes stated therein.


Print Name: Elizabeth Izquierdo
Notary Public, State of Florida
My Commission Expires: January 19, 2009

NOTARY PUBLIC-STATE OF FLORIDA
 Elizabeth Izquierdo
Commission #DD387964
Expires: JAN. 19, 2009
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