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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: **CERTAL USA, INC**

DOCUMENT NUMBER: **N12000005608**

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

Please return all correspondence concerning this matter to the following:

**ULISES HERRAN**

(Name of Contact Person)

(Firm/ Company)

**2655 Le Jeune Road 5th Floor**

(Address)

**Coral Gables, FL 33134**

(City/ State and Zip Code)

**ulisesherran@gmail.com**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**Ulises Herran**

(Name of Contact Person)

at ( **786** ) **423-2508**

(Area Code & Daytime Telephone Number)

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

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$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**  
**CERTAL USA, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida Not for Profit Corporation hereby supersedes and amends its Articles of Incorporation filed with the Secretary of State on June 4, 2012, as herein set forth:

**ARTICLE I**  
**NAME**

The name of the corporations shall be: **CERTAL USA, INC.**

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal office of the corporation is located at 2655 Le Jeune Road 5<sup>th</sup> Floor, Coral Gables, Florida 33134.

**ARTICLE III**

**PURPOSE**

The purpose for which the corporation is organized is to define, analyze and study matters affecting the telecommunications industry, and the improvements thereof, to promote the freedom of expression and access of information in Latin America.

**ARTICLE IV**

**MANNER OF ELECTION**

The manner in which the directors are elected and appointed are as follows: Board members will be elected and appointed at the biennial meeting.

**ARTICLE V**

**OFFICERS AND/OR DIRECTORS**

<b><u>NAME</u></b>	<b><u>TITLE</u></b>	<b><u>ADDRESS</u></b>
Ulises Herran	Executive Director/President	2655 Le Jeune Road 5 <sup>th</sup> floor Coral Gables, Fl 33146
Maria Blet	Director	2121 Ponce De Leon Blvd Coral Gables, Fl 33134

Damian J. Pardo Director

421 NE 51 St.  
Miami, FL 33137

F. Bryant Blevins Director

80 SW 8<sup>th</sup> St. #3300  
Miami, FL 33130

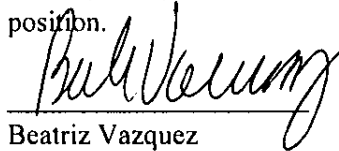
#### **ARTICLE VI**

#### **REGISTERED AGENT**

Beatriz Vazquez, CPA

Goldstein Schechter Koch, P.A.  
2121 Ponce De Leon Blvd, 11<sup>th</sup> Floor  
Coral Gables, FL 33134

I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of the position.



Beatriz Vazquez

#### **ARTICLE VIII**

#### **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 the Court of Competent Jurisdiction of the county in which the principal office of the organization 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.

*The undersigned duly authorized officer certifies that there are no members or members entitled to vote on the amendments. The amendments were adopted by the board of directors.*

**IN WITNESS WHEREOF**, the undersigned duly authorized officer of this corporation has executed these Amended and Restated Articles of Incorporation this 22<sup>nd</sup> day of April, 2014.

**CERTAL USA, INC.**, a Florida not for profit corporation

Signature:

Name:

Title:

  
\_\_\_\_\_  
ULISES HERRAN

DIRECTOR/PRESIDENT