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RESTATED ARTICLES OF INCORPORATION
OF
UFE FLORIDE INC.
 N 1500000 6357

The undersigned, for the purpose of forming a not for profit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Restated Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is: UFE FLORIDE INC.

ARTICLE II
DURATION

The duration (term) of the Corporation is perpetual, unless dissolved according to law.

ARTICLE III
PURPOSES

The Corporation is organized, and shall be operated exclusively for the following purposes:

A. The Corporation is organized to promote greater international understanding between the citizens and residents of France and citizens and residents of the State of Florida, and of the United States of America; to create and maintain a beneficial solidarity among citizens of France who live in the State of Florida, and who live in the United States of America; to cultivate ties of friendship between citizens of France, and citizens of the State of Florida, and of the United States of America; and to facilitate cultural, educational, and artistic exchanges between France and Florida, and France and the United States of America, through (1) promoting all of the visual and performing arts of France, through exhibits and performances, including music, cinema, and theater, through various media, including radio and television, lectures, exhibits, and presentations, which performances will be presented free or at a minimal charge to cover the cost of such events; (2) sponsoring lectures, exhibitions and presentations on the history, culture, and customs of France; (3) disseminating French cultural and educational information to all citizens and residents of the State of Florida, and of the United States of America; and (4) encouraging exchanges of faculty, students, and educational administrators between French and Floridian universities and schools, and other universities located in the United States of America, such purposes being within the purview of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended [the "Code"] including, for such purposes, the making of distributions to organizations that qualify as exempt organizations

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 FLORIDA

UFE FLORIDE INC.
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under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Revenue Law).

B. The Corporation is also organized to do any other act or thing necessary, incidental to, or connected with the purposes outlined in the above Paragraph "A", such purposes being within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended [the "Code"] including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

C. This Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to or for the benefit of or be distributable to its Members, Directors, 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 hereof. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501 (c)(3) of the Code, and the Corporation shall not participate in, or intervene in (including publication or distribution 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 other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (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 Code (or the corresponding provision of any future United States Internal Revenue Law).

D. This Corporation is organized exclusively for charitable, cultural and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

ARTICLE IV
MEMBERS

The Corporation shall have at least two classes of Members, including voting members, and non-voting members, and may have such other classes of Members as may be set forth in the By-Laws of the corporation. ~~The number of Members may be increased or decreased from time to time~~ in accordance with the Bylaws of the Corporation, but shall never be less than three voting members. The qualifications for, and other matters relating to Members, including the respective rights and

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privileges of each class of members, shall be set forth in the Bylaws of the Corporation. The name and address of each initial Voting Member is as follows:

XAVIER CAP DE VIELLE	12000 Biscayne Boulevard Miami, Florida 33181 - USA
DOMINIQUE COLLIAT	3470 NW 82 nd Avenue - Suite 600 Doral, Florida 33122 - USA
OLIVIER SUREAU, CPA	100 Biscayne Blvd. - Suite 500 Miami, Florida 33132 - USA
ROGER PARDO	90 Alton Road Miami Beach, Florida 33139 - USA
ALINE MARTIN-O'BRIEN	4400 North Federal Hwy Lighthouse Point, Florida 33064 - USA
STEVEN A. EDELSTEIN	1200 Anastasia Avenue - Suite 410 Coral Gables, Florida 33134 - USA

ARTICLE V
BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is six (6). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3), nor more than fifteen (15). The Members shall elect the Directors for three-year terms. The Bylaws of the Corporation may provide for one Permanent Director, *ex officio* Directors and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

XAVIER CAP DE VIELLE	12000 Biscayne Boulevard Miami, Florida 33181 - USA
DOMINIQUE COLLIAT	3470 NW 82nd Avenue - Suite 600 Doral, Florida 33122 - USA

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OLIVIER SUREAU, CPA	100 Biscayne Blvd. - Suite 500 Miami, Florida 33132 - USA
ROGER PARDO	90 Alton Road Miami Beach, Florida 33139 - USA
ALINE MARTIN-O'BRIEN	4400 North Federal Hwy Lighthouse Point, Florida 33064 - USA
STEVEN A. EDELSTEIN	1200 Anastasia Avenue - Suite 410 Coral Gables, Florida 33134 - USA

ARTICLE V
OFFICERS

The Officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Directors (and may be removed by the Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
XAVIER CAP DE VIELLE	12000 Biscayne Boulevard Miami, Florida 33181 - USA	President
DOMINIQUE COLLIAT	3470 NW 82 nd Avenue - Suite 600 Doral, Florida 33122 - USA	Vice-President
OLIVIER SUREAU, CPA	100 Biscayne Blvd. - Suite 500 Miami, Florida 33132 - USA	Vice-President/ Treasurer
ROGER PARDO	90 Alton Road Miami Beach, Florida 33139 - USA	Vice-President
ALINE MARTIN-O'BRIEN	4400 N Federal Hwy Lighthouse Point, Florida 33064 - USA	Vice-President
STEVEN A. EDELSTEIN	1200 Anastasia Avenue - Suite 410 Coral Gables, Florida 33134 - USA	Vice-President/ Secretary

ARTICLE VI

INITIAL REGISTERED AGENT, AND REGISTERED OFFICE

The Registered Agent of the Corporation is STEVEN A. EDELSTEIN; and the initial Registered Office of the Corporation is: 1200 Anastasia Avenue - Suite 410, Coral Gables, Florida 33134 - USA

ARTICLE VII

INITIAL CORPORATE OFFICE

The initial corporate Office and Address of the Corporation is % XAVIER CAP DE VIELLE, whose address is: 12000 Biscayne Boulevard, Miami, Florida 33181, U.S.A.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is FRANCISCO APARICIO, 12000 Biscayne Boulevard - Suite 704, Miami, Florida 33181, U.S.A.

ARTICLE IX

BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE X

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XI
NONSTOCK BASIS

This Corporation is organized on a non-stock basis. This Corporation shall not issue shares of stock.

ARTICLE XII
DISSOLUTION

Upon the dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over all of the assets of the Corporation then remaining in the hands of the Corporation to any other organization qualifying under Section 501(c)(3) of the Code as an exempt organization, to be used exclusively for exempt purposes. In the event that, for any reason, upon dissolution of the Corporation, the Board of Directors shall fail to act in the manner herein provided within a reasonable period of time, the Chief Judge of the Circuit Court of the Eleventh Judicial Circuit in and for Miami-Dade County, Florida, U.S.A., or any other Circuit Court Judge so designated by the Chief Judge, shall make such distribution, exclusively upon the application of one or more persons having a real interest in the Corporation or its assets.

In Witness Whereof, the undersigned have signed these Articles of Incorporation, at Coral Gables, Miami-Dade County, Florida, on this 16 day of AUGUST, 2016.



XAVIER CAP DE VIELLE, President

Attest:



STEVEN A. EDELSTEIN, Secretary

UFE FLORIDE INC.
REBATED ARTICLES OF INCORPORATION

STATE OF FLORIDA :
 : SS
COUNTY OF MIAMI- DADE :

Before Me the undersigned authority, personally appeared XAVIER CAP DE VIELLE, to me well known, or who has produced _____ as identification, and who is the person described in and who executed the foregoing instrument, and severally acknowledged to and before me that He/She executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 11 day of August, 2016, in the County and State aforesaid.


NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



STATE OF FLORIDA :
 : SS
COUNTY OF MIAMI- DADE :

Before Me the undersigned authority, personally appeared STEVEN A. EDELSTEIN, Esquire, to me well known, or who has produced _____ as identification, and who is the person described in and who executed the foregoing instrument, and severally acknowledged to and before me that He/She executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 18th day of August, 2016, in the County and State aforesaid.


NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

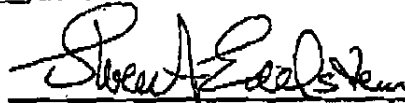


**UFE FLORIDE INC.
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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of UFE FLORIDE INC., which is contained in the foregoing Articles of Incorporation.

Dated this 16 day of August, 2016.



STEVEN A. EDELSTEIN