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N24615

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

MINISTERIO CATOLICO VERBO Y VIDA, INC.

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CORPORATION SVC CO

H03000321 NO. 888

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

MINISTERIO CATOLICO VERBO Y VIDA, INC.,
a Florida not-for-profit Corporation

MINISTERIO CATOLICO VERBO Y VIDA, INC., a Florida not-for-profit corporation (hereinafter the "Corporation"), originally incorporated on February 1, 1988, hereby certifies to the Department of State that:

The undersigned corporation, pursuant to a resolution duly adopted by its Board of Directors at a meeting duly convened on September 28, 2003, by a majority of members entitled to vote thereon, which was sufficient for approval, hereby amends and restates the Articles of Incorporation by striking in their entirety Articles ONE through FIFTEEN inclusive and by substituting the following in lieu thereof:

ARTICLE I - NAME

The name of the Corporation shall be MINISTERIO CATOLICO VERBO Y VIDA, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the corporation is 541 South State Road 7, No. 13, Margate, FL 33068.

ARTICLE III - TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE IV - REGISTERED AGENT

The name of the registered agent of the corporation and the street address of the registered office of the corporation are J. Patrick Fitzgerald, 110 Merrick Way, Suite 3-B, Coral Gables, Florida, 33134.

ARTICLE V - CORPORATE PURPOSE

1. The specific and primary purposes for which this corporation is formed are as follows:

(a) To operate and produce religious television programs, and to evangelize by all other means.

2. The general purposes for which this corporation is

formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

3. This Corporation is formed as part of the religious ministry of the Catholic Church and therefore will operate under the supervision and direction of the Archbishop of the Archdiocese of Miami.

4. Except as limited by these Articles of Incorporation or its Bylaws, the corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

ARTICLE VI - POWERS

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

Without limiting the generality of the powers specified above, the specific powers of the Corporation shall be:

1. To acquire, by purchase, lease or otherwise, and hold title to such real property, including improvements thereon, and any personal property as may be beneficial to the fulfillment of the charitable, scientific, religious and educational purposes of MINISTERIO CATOLICO VERBO Y VIDA, INC., and other affiliated organizations;

2. To lease all or a portion of such real and personal property;

3. To borrow funds in order to expand, enhance, support or maintain the activities of the Corporation or any of its affiliated organizations;

4. To make charitable contributions to any affiliated organizations;

5. To manage and operate any of its assets or the assets of others in recognition and attainment of the foregoing objectives; and

6. To utilize its income in furtherance of the foregoing objectives.

ARTICLE VII - QUALIFICATION OF MEMBERS

The sole Member shall be The Most Reverend John C. Favalora, as Archbishop of the Archdiocese of Miami (hereinafter the "Member"), and his successors in office. The following powers are specifically reserved to the Archbishop as sole Member:

1. The operating philosophy of the Corporation shall be approved by the Member;
2. Corporate property may not be leased, sold or encumbered without the express written approval of the Member; and
3. The Corporation may not be merged or dissolved without the express written approval of the Member.

ARTICLE VIII - DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors which shall consist at all times of not less than five members. The Directors shall be appointed by the Member. The Member may remove any or all of the Directors from the Board, with or without cause and at such time as he may determine, in his sole discretion.

ARTICLE IX - BYLAWS

The Member shall adopt bylaws for the Corporation. The Bylaws may be amended, altered, modified or revoked solely by the Member in any manner permitted by the Bylaws.

ARTICLE X - OFFICERS

The officers of the corporation shall be a President, Vice-President, Secretary, Treasurer, and such other officers as may be provided for in the Bylaws. The Officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE XI - DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the religious purpose set forth in Article V hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the residual assets of the Corporation shall be

turned over to one or more organizations, selected by the Member, which are affiliated with the Roman Catholic Church and are themselves exempt from federal income tax as organizations described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue law, or to the federal, state, or local government for exclusively public purposes.

ARTICLE XII - LIMITATIONS ON ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Member, Director or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation, provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not-for-profit corporate member described in Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code or corresponding section of any future federal tax code.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended, altered, modified or revoked by the Member in his sole discretion.

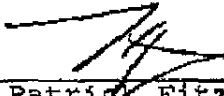
NOV. 20. 2003 3:00PM

CORPORATION SVC CO

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above-styled corporation at the office stated above, I hereby agree to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.



J. Patrick Fitzgerald
Registered Agent

Dated: 11-20-2003, 2003.


SECRETARY'S CERTIFICATE

I the undersigned Vice-President of MINISTERIO CATOLICO VERBO Y VIDA, INC., a Florida not for profit corporation, do hereby certify that the following is a true and correct copy of a Resolution unanimously adopted at a special meeting of the Board of Directors of MINISTERIO CATOLICO VERBO Y VIDA, INC., duly called for and held on September 28, 2003.

BE IT RESOLVED that the attached Amended and Restated Articles of Incorporation are adopted by the Corporation and are to be filed with the Secretary of State forthwith.

I FURTHER CERTIFY that there have been no changes, alterations or amendments and that therefore, said RESOLUTION is still in full force and effect and that it is in no conflict with any of the provisions of the Articles of Incorporation or Bylaws governing the Corporation.

WITNESS my hand and seal at Miami this 17th day of November, 2003.

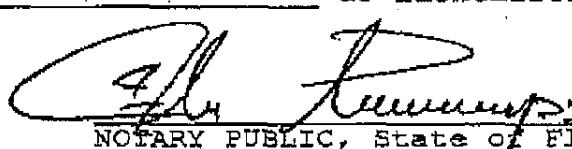

Armando Sanchez
Vice-President

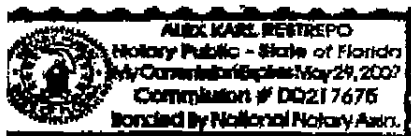
STATE OF FLORIDA)

) ss

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 17th day of November, 2003, by Armando Sanchez, of MINISTERIO CATOLICO VERBO Y VIDA, INC., a Florida not for profit corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.


NOTARY PUBLIC, State of Florida



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EXHIBIT "A"

The following Articles are being amended from the existing
Restated Articles of Incorporation:

Articles I through XV

RJD/bt-1-372-Art. Amended

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