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**BASIC AMENDMENT**

**CARIBBEAN AGRICULTURAL RESEARCH INSTITUTE,  
INC.**

Certificate of Status	0
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*name change*  
*Amended & restated*  
*SPM*  
*9/21/04*

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

CARIBBEAN AGRICULTURAL RESEARCH INSTITUTE, INC.

Pursuant to Chapter 617 of the Florida Statutes, as amended, Caribbean Agricultural Research Institute, Inc., an active Florida not-for-profit corporation (the "Corporation"), certifies that:

1. These Amended and Restated Articles of Incorporation were duly and unanimously adopted by the Corporation's Board of Directors, as of the 29<sup>TH</sup> day of April, 2004;
2. No Member action was required, since no Certificates of Membership have ever been issued by the Corporation.
3. The Corporation's Articles of Incorporation are hereby amended in their entirety, to read as follows:

ARTICLE I. - NAME

The name of this Corporation shall be:

GARCÍA CUBA HOLDINGS, INC.

ARTICLE II. - ADDRESS

The mailing address of this Corporation shall be:

250 Catalonia Avenue  
Suite 700  
Coral Gables, Florida 33134

ARTICLE III. - PURPOSE

The purposes for which this Corporation is organized are:

- 1) To pursue any possible claims to the Cuban properties of Salustiano García, including, without limitation, the Puno, San Francisco, Báguanos, Tacajó and Algodones sugar mills and their corresponding plantations, as well as the real property located at Fifth Avenue, No. 4605, in Miramar, Municipality of Marianao, Province of La Habana, Republic of Cuba;
- 2) To identify and prosecute any possible claims against entities illegally trafficking, using and/or dealing with any of the above-mentioned properties, since such trafficking is illegal and is punishable under, among other international laws, the Cuban Liberty and Democratic Solidarity (LIBERTAD) Act of 1996;

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- 3) To take any necessary actions so that eventually all of the rights of the Corporation are duly honored and recognized; and
- 4) To transact any or all other lawful business for which corporations may be incorporated under Chapter 617 of the Florida Statutes, as amended.

#### **ARTICLE IV. - MEMBERSHIP**

Membership shall be established in accordance with the Bylaws of this Corporation

#### **ARTICLE V. - REGISTERED AGENT**

The name and address of the registered agent of this Corporation is:

NICOLÁS J. GUTIÉRREZ, JR., ESQ.  
2665 South Bayshore Drive  
Grand Bay Office Plaza - Suite 200  
Miami, Florida 33133

#### **ARTICLE VI. - LIMITATIONS**

No part of the net earnings of this Corporation shall inure to the benefit of (or be distributable to) its directors, officers or other private persons, other than in accordance with its Bylaws, 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 any of its purposes.

#### **ARTICLE VII. - BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed under the direction of a Board of Directors, which shall have at least three (3) directors. The number of directors may be increased by the members from time to time, as provided in the Bylaws of this Corporation, but may never be less than three (3). All of the members of the Corporation's Board of Directors shall each be protected from personal liability, to the fullest extent permitted by Florida law.

The names of the members of the Board of Directors, who shall hold office until their respective successors have been duly elected or appointed and have qualified in accordance with the Corporation's Bylaws, are as follows:

Mr. Ignacio Carrera-Justiz  
Mrs. María Aurora García  
Nicolás J. Gutiérrez, Jr., Esq.

### ARTICLE VIII. - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation or any amendment hereto, by a majority vote of its Board of Directors, and any right conferred upon its Members is subject to this reservation.

### ARTICLE IX. - DISSOLUTION

Upon the dissolution or winding up of this Corporation, the assets remaining after payment (or provision for payment) of this Corporation's debts and liabilities shall be distributed in accordance with its Bylaws and Chapter 617 of the Florida Statutes, as amended.


IN WITNESS WHEREOF, the undersigned, on behalf of all of the Members of the Board of Directors of the Caribbean Agricultural Research Institute, Inc., do hereby execute, subscribe and acknowledge these Amended and Restated Articles of Incorporation and certify that all of the facts stated herein are true and correct, at Miami, Florida, for the uses and purposes aforesaid, as of this 29<sup>TH</sup> day of April, 2004.

  
Nicolás J. Gutiérrez, Jr., Esq.  
Secretary

DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 617 of the Florida Statutes, as amended, Caribbean Agricultural Research Institute, Inc., having filed its Amended and Restated Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 2665 South Bayshore Drive, Grand Bay Office Plaza, Suite 200, Miami, Florida 33133, has named Nicolás J. Gutiérrez, Jr., Esq., located thereat, as its Registered Agent to accept service of process within this State of Florida.

The undersigned hereby accepts the appointment to act in this capacity and agrees to comply with the laws of the State of Florida applicable thereto.

By:   
Nicolás J. Gutiérrez, Jr., Esq.  
Registered Agent