

N950000-01364

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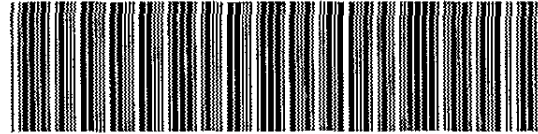
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Amend.
C. Goulette AUG 08 2006

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Puente Educational Institute, Inc.

DOCUMENT NUMBER: N95000001364

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

Please return all correspondence concerning this matter to the following:

Nicolás J. Gutiérrez, Jr., Esq.

(Name of Contact Person)

Borgognoni & Gutierrez, LLP

(Firm/ Company)

2665 South Bayshore Drive, Suite 701

(Address)

Miami, FL 33133

(City/ State and Zip Code)

For further information concerning this matter, please call:

Nicolás J. Gutiérrez, Jr.

(Name of Contact Person)

at (305) 860-2060

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
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☐ \$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

PUENTE EDUCATIONAL INSTITUTE, INC.

Pursuant to Chapter 617 of the Florida Statutes, as amended, Puente Educational 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 27TH day of July, 2006;
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 and restated in their entirety, to read as follows:

ARTICLE I. - NAME

The name of this Corporation shall be:

ALEMÁN HOLDINGS, INC.

ARTICLE II. - ADDRESS

The mailing address of this Corporation shall be:

5824 Alton Road
Miami Beach, FL 33140

ARTICLE III. - PURPOSE

The purposes for which this Corporation is organized are:

- 1) To pursue any possible claims to the Cuban properties of José Manuel Alemán and his family, including, without limitation, Finca América, Finca Majana and that certain house in Country Club de 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;
- 3) To take any necessary actions, so that eventually all of the rights of the

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- 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 701
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. Jose Braulio Alemán
Mrs. John Elizabeth Alemán
Nicolás J. Gutiérrez, Jr., Esq.

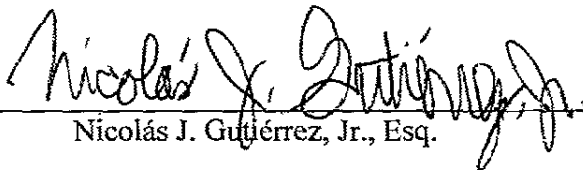
ARTICLE VIII. - AMENDMENT

The 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.

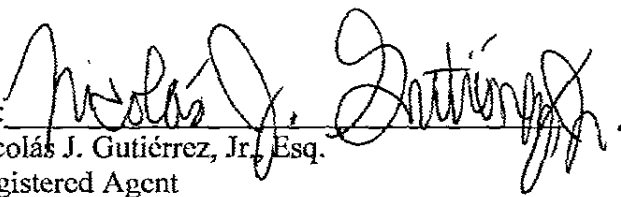
IN WITNESS WHEREOF, the undersigned, on behalf of all of the Members of the Board of Directors of the Puente Educational Institute, Inc., do hereby execute, subscribe and acknowledge these Amended and Restated Articles of Incorporation and certify that all of the facts stated herein are true and correct, at Miami, Florida, for the uses and purposes aforesaid, as of this 26TH day of July, 2006.


Nicolás J. Gutiérrez, Jr., Esq.

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 617 of the Florida Statutes, as amended, Puente Educational 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 701, 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