

N95000004777

MAGUIRE, VOORHIS & WELLS, P.A.

Attorneys at Law
SUNTRUST TOWER, SUITE 3000
200 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
TELEPHONE 407-244-1100
FACSIMILE 407-872-6207

MAILING ADDRESS
P.O. BOX 633
ORLANDO, FLORIDA 32802

INTERNET E-MAIL
MSPEAR@MVVW.COM

December 12, 1997

VIA: COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

Subject: Hispanic Business Initiative Fund of Greater Orlando, Inc.

Dear Sir or Madam:

Enclosed please find the following in connection with above-referenced corporation --

1. Original Articles of Restatement to Articles of Incorporation and copy for certification; and
2. A check in the amount of \$87.50 in payment of the following items:
(a) \$35.00 for filing fee; and (b) \$52.50 for one certified copy.

Your assistance in this matter is appreciated. Should you have any questions regarding the above, please do not hesitate to contact me.

Very truly yours,

Marlis J. Spear
Mrs. Marlis J. Spear
Legal Assistant

/mjs

Enclosures

cc: A. Guy Neff, Esq.
Juan D. Bendeck, Esq.

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DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/16

Handwritten:
4 Restated
C.C.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 16, 1997

MAGUIRE, VOORHIS & WELLS, P.A.

TALLAHASSEE, FL

SUBJECT: HISPANIC BUSINESS INITIATIVE FUND OF GREATER ORLANDO, INC.

Ref. Number: N95000004777

We have received your document for HISPANIC BUSINESS INITIATIVE FUND OF GREATER ORLANDO, INC. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The fee to file this document and receive one certified copy is \$87.50, you requested one certified copy, but included enough money for two certified copies --- do you wish to get two certified copies of this document?

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 697A00059017

Backdate

AMENDED AND RESTATED

FILED

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HISPANIC BUSINESS INITIATIVE FUND OF GREATER ORLANDO, INC.

Pursuant to the provisions of Chapter 617 of the Florida Statutes and the Corporation's existing Articles of Incorporation, the undersigned Chairman and President of the Corporation hereby certify the following:

FIRST: The name of the Corporation is HISPANIC BUSINESS INITIATIVE FUND OF GREATER ORLANDO, INC.

SECOND: The requisite majority of the Board of Directors of the Corporation duly adopted this amendment and restatement. Such action was taken at a duly noticed meeting of the Board of Directors which was held on November 19, 1997; there are no amendments requiring member approval.

THIRD: The text of the Amended and Restated Articles of Incorporation of the Corporation are as follows:

ARTICLE IName and Address

The name of the Corporation shall be HISPANIC BUSINESS INITIATIVE FUND OF GREATER ORLANDO, INC. The principal office and mailing address is 3700 34th Street, Suite 100, Orlando, Florida 32805.

ARTICLE IICorporate Purposes, Powers and Rights

The Corporation is organized and shall be operated exclusively for charitable and educational purposes consistent with Internal Revenue Code ("Code") § 501(c)(3). The primary concern of the Corporation shall be to contribute to the growth of disadvantaged and underprivileged Hispanic Minority Business Enterprises. The term "Hispanic Minority Business Enterprises" means any business in Orange County, Florida which is at least fifty-one (51%) owned by Hispanic-Americans or, in the case of a publicly owned corporation, at least fifty-one percent (51%) of the voting stock of which is owned by Hispanic-Americans.

Contributing to the growth of disadvantaged and underprivileged Hispanic Minority Business Enterprises shall further the Corporation's purposes by:

(1) Providing relief to the poor, distressed and underprivileged.

(2) Promoting the social welfare of the State of Florida by helping to eliminate prejudice and discrimination.

(3) Combating community deterioration and juvenile delinquency.

(4) Instructing and training individuals in order to improve their capabilities.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the Florida Not For Profit Corporation Act upon non-profit corporations, including, but without limitation thereon, the right and power to receive gifts, bequests and contributions in any form, to collect dues and to use, apply, invest and reinvest the principal and/or income therefrom and to distribute or expend the same for the above purposes.

ARTICLE III

No Personal Benefit

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, officers, directors 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 II hereof.

ARTICLE IV

Prohibited Acts

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 on behalf of any candidate for public office. Notwithstanding any other provisions in these Articles, the Corporation shall not carry on activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, and contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE V

Duration of the Corporation

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

Distribution of Assets Upon Dissolution

Upon the dissolution of the Corporation, after discharging or making provision for discharging its liabilities, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE VII

Members

The qualifications for members and the manner of their admission shall be set forth in the Bylaws of the Corporation.

ARTICLE VIII

Registered Office and Registered Agent

The street address of the registered office of the Corporation in the State of Florida shall be 3700 34th Street, Suite 100, Orlando, Florida 32805. The name of the registered agent of the Corporation at the registered office is José I. Fernández, Jr.

ARTICLE IX

Directors

The Board of Directors shall be elected at the annual meeting of the Corporation in the manner set forth in the Bylaws. The number of directors, as well as their terms and qualifications, also shall be set forth in the Bylaws.

ARTICLE X

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

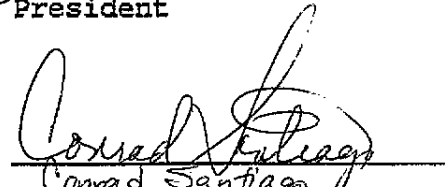
ARTICLE XIAmendment

Amendments to the Articles of Incorporation of the Corporation shall be adopted by the Board of Directors of the Corporation by a majority of the Board of Directors present at a meeting called for that purpose.

Executed this 19 day of November 1997.



José I. Fernández, Jr.
President



Conrad Santiago
Chairman

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



José I. Fernández, Jr.
Registered Agent

Date: November 19, 1997