



Fundación Manuel Artime

A Non-Profit Organization



N960000004101

May 29, 2002

Secretary of State
Division of Corporations of the
Florida Department of State
P. O. Box 6237
Tallahassee, Florida 32314

400005728664--9
-06/10/02--01061--003
*****35.00 *****35.00

Dear Secretary of State:

400005728664--9
-08/15/02--01006--007
*****8.75 *****8.75

Enclosed please find the new Articles of Incorporation of this non-profit corporation as amended by a resolution of incorporators and the President and officers of the corporation adopted on April 18, 2002.

Please record such amendment. Enclosed is a check for the sum of \$35.00 at the order of Department of State for fees.

Thanks in advance.

Very truly yours,

Nilo J. Messer
Vice President
and Trustee

Oscar A. Salas
Secretary and
Trustee

FILED
22 AUG 12 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N96000004101
8-12-02
Amend
BPH



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 14, 2002

NILO MESSER
6320 S.W. 92 COURT
MIAMI, FL 33173

SUBJECT: FUNDACION MANUEL ARTIME CORP.
Ref. Number: N96000004101

We have received your document for FUNDACION MANUEL ARTIME CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is no provision in chapter 617, Florida Statutes, for an incorporator to amend a nonprofit corporation -- the proper form setting forth the requirements for filing a nonprofit amendment is attached.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please entitle your document Articles of Amendment.

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) 245-6916.

Carol Mustain
Corporate Specialist

Letter Number: 302A00039148

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
02 AUG 12 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FUNDACION MANUEL ARTIME CORP. (Ref. Number: N96000004101)
(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned presently being all the Trustees (from now on called Directors) and all the Officers of the Florida nonprofit corporation Fundacion Manuel Artime Corp., adopt the following articles of amendment to its articles of incorporation.

FIRST:

Articles VI, VII, VIII, IX, X, XI, XII, XIII, XIV, XV, and XVI of the Articles of Incorporation are amended and will read from now on as follows:

ARTICLE VI

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any other private individual (except that reasonable compensation may be paid to other private persons for services rendered to or for the corporation affecting one or more of its purposes), and no Director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE VII

Notwithstanding any other provision of these Articles, the corporation shall not 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 Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

ARTICLE VIII

The affairs of the corporation shall be managed by the Board of Directors which is invested with all the powers of the corporation. The following individuals are appointed as the initial Directors and will remain being Directors indefinitely until they resign or are removed or die or become unable to act as such Directors by reason of disability or any other reason as determined by the Board :

1. Sara Arias 14612 SW 45 Terrace, Miami, Fl 33165
(305)221-0797
2. Luis Arrizurrieta 8230 SW 163 Street Miami, Fl 33016
(305)822-5593
3. Adelaida Artime 1581 Brickell Ave. Ph. 201 Miami, Fl 33129
(305)858-8915
4. Pedro Blanco 14360 SW 192 St. Miami, Fl 33177
(305)592-4366
5. Luisa García-Toledo 9130 SW 134 Place Miami, Fl 33186
(305)385-0333
6. Rolando Martínez 1821 Jefferson Ave. # 106 Miami Beach, Fl 33139
(305)672-7865
7. Nilo J. Messer 7801 SW 29 Terr. Miami, Fl 33155
(305)264-8836
8. Félix Ismael Rodríguez 215 N.E. 114 Street Miami, Fl 33161
(305)895-7892 / 992-3855
9. Enrique Ros 10201 SW 60 Place Miami, Fl 33156
(305)226-4992
10. Oscar A. Salas 6320 SW 92 Ct. Miami, Fl 33172
(305) 271-5221
11. Javier Souto 2620 SW 115 Ave. Miami, Fl 33165
(305) 221-4675

12. Manuel Villamañán

8155 West Flager St. Miami, Fl 33144
(305)226-3000

The Board of Directors, by resolution of the majority of its members can appoint additional Directors, accept the resignation of any Directors and declare vacant any Directorship by reason of death, disability or any other reasons, as stated above.

ARTICLE IX

The officers of the Corporation shall be a President, a Vice President, a Secretary, a Vice Secretary, a Treasurer and a Vice Treasurer which will be appointed by the Board of Directors and be also Directors. Said officers will have the powers determined in the By-Laws and will carry out the resolutions adopted by said Board. Initially the following individuals shall serve as officers :

President	Mrs. Adelaida Artime
Vice-President	Mr. Nilo J. Messer
Secretary	Mr. Oscar A. Salas

Their respective domiciles and phones are stated above.

ARTICLE X

No fees will be charged to the public visiting the museum. The Corporation will not sell books or pamphlets or anything else and will not receive any income but only the donations made to the corporation by any individual or corporation or agency of the Federal, State or Municipal Governments.

ARTICLE XI

The individuals contributing or donating money or property to the Corporation may, at the entire discretion of the Board of Directors be appointed as Honorary Members of the Corporation and will not have any duty or power.

ARTICLE XII

In the determination of whether an individual qualifies to be Director or Honorary Member, or officer of the corporation, the Board of Directors and the officers of this Corporation must abide by the By-laws promulgated by the Board of Directors. It is hereby expressly provided that said By-Laws and said determination shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE XIII

The By-Laws of the corporation shall be enacted and may be amended from time to time by a majority vote of the Board of Directors at meetings called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE XIV

The corporation shall have an annual meeting of Directors within ninety (90) days of the end of each of its fiscal year as determined by the Board of Directors. At such meetings Directors may be elected or appointed in accordance with the By-Laws. The Board will have additional meetings whenever necessary or convenient as determined by the President or Vice President or applied for by any other two members of the Board.

The rules governing said meetings and the powers of the officers of the corporation will be determined in the By-Laws .

ARTICLE XV

The name and address of the registered agent shall be:

Oscar A. Salas
6320 SW 92 Court
Miami, Fl 33173

The Board of Directors may appoint any other registered agent in substitution of the above named and, in such case, must notify immediately such appointment to the Division of Corporation of the Florida Department of State with payment of the required fees.

ARTICLE XVI

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the corporation only to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time, qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County of Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

SECOND: A. Articles I to V of the Articles of Incorporation remain unchanged.


B. The date of adoption of the amendment(s) was: April, 17, 2002


THIRD: Adoption of Amendments

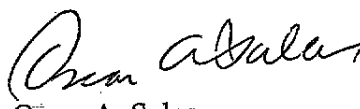
(X) There are no members or members entitled to vote on the amendment. The amendments mentioned above were unanimously adopted by the Board of Directors. The number of votes cast for the amendment was sufficient for approval.

FUNDACION MANUEL ARTIME CORP.

Corporation name


Adelaida Artime
President
and Director


Milio J. Messer
Vice-President
and Director


Oscar A. Salas
Secretary
and Director

Julio 28, 2002

Date