



N96000006104

ACCOUNT NO. : 07210000032

REFERENCE : 492298 81624A

AUTHORIZATION : Patricia Pysko

COST LIMIT : \$ 87.50

ORDER DATE : August 11, 1997

ORDER TIME : 11:05 AM

ORDER NO. : 492298-005

500002263385--8

CUSTOMER NO: 81624A

CUSTOMER: Lourdes Nicola, Legal Asst
J. Patrick Fitzgerald, Pa
Suite 3-b
110 Merrick Way
Coral Gables, FL 33134

Amend

DOMESTIC AMENDMENT FILING

NAME: PASTORAL INSTITUTE FOR
COMMUNICATION, INC.

EFFECTIVE DATE: JULY 15, 1997

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS: _____

FILED
97 AUG 11 PM 1:04
SECTION 6
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 11 PM 12:20
DIVISION OF CORPORATION

*02250, 01049, 00672



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 11, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: PASTORAL INSTITUTE FOR COMMUNICATION, INC.
Ref. Number: N96000006104

We have received your document for PASTORAL INSTITUTE FOR COMMUNICATION, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

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 you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 297A00040692

AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
PASTORAL INSTITUTE FOR COMMUNICATION, INC.
A Florida Not For Profit Corporation

FILED
97 AUG 11 PM 4:04
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The following Amendment to the Articles of Incorporation, duly adopted by a majority of the Members, pursuant to the authority and provisions of the Florida Statutes and the existing Articles and Bylaws of Pastoral Institute for Communication, Inc., a Florida not for profit corporation are hereby adopted. The adoption by a majority of the Members is the only requirement for this Amendment. A meeting of the Members was held on July 15, 1997, and the number of votes was sufficient for approval.

BE IT RESOLVED, that the Articles of Incorporation of Pastoral Institute for Communication, Inc., a Florida not for profit corporation, be and the same is amended and effective with the date of filing of this Amendment with the Secretary of State to read:

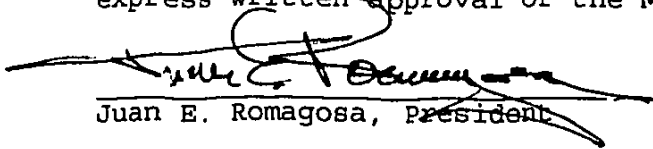
ARTICLE VI
QUALIFICATIONS FOR MEMBERS AND THE
MANNER FOR THEIR ADMISSION

The Member shall be the Most Reverend John C. Favalora as Archbishop of the Archdiocese of Miami, his successors in office, a corporation sole. Additional Member(s) may be appointed by the Archbishop of the Archdiocese of Miami in his sole discretion. Any additional Member(s) may be removed by the Archbishop of the Archdiocese of Miami in his sole discretion.

Article XI
RESERVATION OF POWER TO MEMBERS

The corporation is an apostolate of the Catholic Church and as such the Canon Law requires that certain powers should be reserved to the Archbishop of the Archdiocese. Therefore, the following powers are specifically reserved the Member(s):

- (a) The operating philosophy of the corporation shall be approved by the Member(s);
- (b) Corporate property may not be leased, sold or encumbered without the express written approval of the Member(s); and
- (c) The corporation may not be merged or dissolved without the express written approval of the Member(s).


Juan E. Romagosa, President

7/15/97
Date

RESOLUTION

I, the undersigned Secretary of Pastoral Institute for Communication, 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 the Board of Directors meeting of Latin American Communications Network, Inc., a Florida not for profit corporation, duly called for and held on July 14, 1997, at which the majority of the Directors were present:

BE IT RESOLVED BY THE BOARD OF Pastoral Institute for Communication, Inc., a Florida not for profit corporation, that the following Amendments are made to the Articles of Incorporation:

Article VI is amended to read as follows:

ARTICLES VI QUALIFICATIONS FOR MEMBERS AND THE MANNER FOR THEIR ADMISSION

The Member shall be the Most Reverend John C. Favalora as Archbishop of the Archdiocese of Miami, his successors in office, a corporation sole. Additional Member(s) may be appointed by the Archbishop of the Archdiocese of Miami in his sole discretion. Any additional Member(s) may be removed by the Archbishop of the Archdiocese of Miami in his sole discretion.

The following new provision is added to the Articles:

ARTICLE XI RESERVATION OF POWER TO MEMBERS

The corporation is an apostolate of the Catholic Church and as such the Canon Law requires that certain powers should be reserved to the Archbishop of the Archdiocese. Therefore, the following powers are specifically reserved to the Member(s):

- (a) The operating philosophy of the corporation shall be approved by the Member(s);
- (b) Corporate property may not be leased, sold or encumbered without the express written approval of the Member(s); and
- (c) The corporation may not be merged or dissolved without the express written approval of the Member(s).

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 not in conflict

with any of the provisions of the Charter or ByLaws governing the corporation.

WITNESS my hand and seal this 10 day of July, 1997.

Sylvia Romagosa
Sylvia Romagosa, as Secretary

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 15 day of July, 1997, by Dr. Juan Romagosa, as President of Pastoral Institute for Communication, Inc., a Florida not for profit corporation, on behalf of the corporation. He is personally known to me or He has produced _____, as identification.

Loude Brito
NOTARY PUBLIC - STATE OF FLORIDA

Print, type or stamp Notary name

RJD/yme/RJD4/PASTINS.DOC

