

N98000000329

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Admitted in Florida

FILED
19 AUG -9 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 27, 1999

Secretary of State
Division of Corporations
State of Florida
Post Office Box 6327
409 E. Gaines Street
Tallahassee, Florida 32399

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-08/09/99-01043-009
*****87.50 *****87.50
43.75

Re: **Articles of Amendment:** Centro Cultural Mexicano, Inc.
Date of Incorporation: January 20, 1998
Document Number: N98000000329

Dear Sir or Madam:

Enclosed are the originals the of Articles of Amendment, and a copy of the Written Actions of the Board of Directors, of Centro Cultural Mexicano, Inc., a Florida for not for profit corporation, (hereinafter, "Corporation"). We would appreciate your filing of these documents, and sending us a certified copy of same, with the applicable filing information in the enclosed self-addressed, stamped envelope.

We are enclosing our client's check in the amount of \$ to cover the following costs:

Filing Fee	\$35.00
Certified Copy	52.50
Total	\$87.50

Thank you for your prompt attention to this matter.

Very truly yours,

Stephen P. Walroth-Sadurni, Esq.

Amend

cc: Maria Teresa Villareal de Saitcevsy
SPWS/mj
Enclosures

V. SHEPARD AUG 17 1999

**ARTICLES OF AMENDMENT
OF
CENTRO CULTURAL MEXICANO, INC.**

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TALLAHASSEE, FLORIDA**

The undersigned Directors of Centro Cultural Mexicano, Inc. (hereinafter, "Corporation"), pursuant to Fla. Stat. § 617.1002, hereby execute and acknowledge these Articles of Amendment for the purpose of complying with the requirements of the Internal Revenue Service to qualify as a Non-Profit Corporation under the Internal Revenue Code of 1986, as follows:

1. Text of amendment:

RESOLVED, that Article II of the existing Articles of Incorporation of Centro Cultural Mexicano, Inc., filed with the Secretary of State of Florida on January 20, 1998, Document No. N98000000329, is hereby amended to include the following paragraphs II (c), II (d), and II (e) to the Article to clarify that the corporation is exclusively not for profit as follows:

Article II (c) Said Corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding sections of any future Federal Tax Code);

Article II (d) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, 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 Section 501 (c) (3) purposes. 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 (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles, Centro Cultural Mexicano, Inc., shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal

Revenue Code of 1986 (or any corresponding section of any future Federal tax code).

Article II (e) Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code (or any corresponding section of any future Federal tax code) or shall be distributed to the Federal, State, or Local Government for a public purpose.

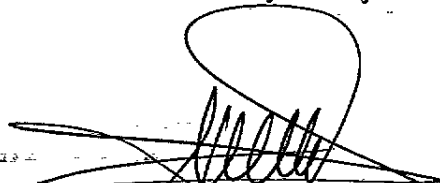
3. Upon the filing of these Articles of Amendment with the Secretary of State of Florida, the amendments contained herein shall become fully operative.
4. Date of adoption of Amendment: 27 May 1999.
5. The Corporation has no members. Therefore, the amendment effected by these Articles of Amendment was adopted by all of the Directors of the Corporation, in accordance with, Fla. Stat. § 617.1002.

IN WITNESS WHEREOF, the undersigned Directors have executed these Articles of Amendment for the uses and purposes therein stated this 27th day of May 1999.



Maria Teresa Villareal de Saitcevsy

President



Stephen P. Walroth-Sadumi, J.D.