

ALAYON & ASSOCIATES, P.A.

ATTORNEYS AND COUNSELORS AT LAW
A PROFESSIONAL ASSOCIATION

RICHARD ALAN ALAYON (N.Y., FL. & T.C.)
IVETTE HALPHEN LEON (FL. & FED)
SEAN A. MOUGHAN (FL)

REPLY TO: X

2450 S.W. 137TH AVENUE
SUITE 226
Miami, Florida 33175
TEL: (305) 221-2110
FAX: (305) 221-5321

OF COUNSEL:
LEONARD LEVI GARDNER (FL & FED)
MARY E. PENA (FL & FED)

10723 S.W. 104th Street
MIAMI, FLORIDA 33176
TEL: (305) 273-9600
Fax: (305) 273-0039

N98000003625

July 19, 1999

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: MIRTA PENELAS FOUNDATION, INC.

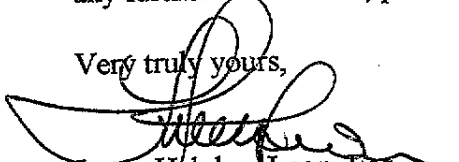
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*****35.00 *****35.00

Dear Ms. Harvey:

Enclosed please find the Articles of Amendment to Articles of Incorporation of MIRTA PENELAS FOUNDATION, INC. Please process these papers as quickly as possible.

We have enclosed a check in the amount of \$35.00 for the filing fee. Should you require any further information, please do not hesitate to contact our offices.

Very truly yours,



Ivette Halphen Leon, Esq.

IHL/jf

Enclosure

FILED
99 AUG 16 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
1 ET 8-17-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 30, 1999

ALAYON & ASSOCIATES, P.A.
ATTN: IVETTE HALPHEN LEON, ESQ.
2450 S.W. 137TH AVENUE, SUITE 226
MIAMI, FL 33175

SUBJECT: MIRTA PENELAS FOUNDATION, INC.
Ref. Number: N98000003625

We have received your document for MIRTA PENELAS FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes. Enclosed is the correct form.

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.

Doug Spitler
Document Specialist

Letter Number: 399A00038942

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August 13, 1999

Mr. Doug Spitler
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

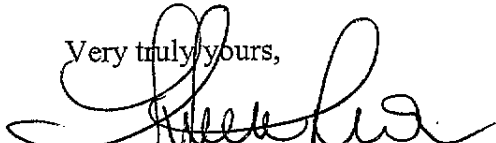
Re: *Mirta Penelas Foundation, Inc.*
Reference Number: N98000003625

Dear Mr. Spitler:

Pursuant to your request, enclosed please find the corrected Articles of Amendment of the Mirta Penelas Foundation, Inc.

Should you require any additional information, please do not hesitate to contact our offices.

Very truly yours,



Ivette Halphen Leon, Esq.

:IHL
Enclosure

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MIRTA PENELAS FOUNDATION, INC.**

FILED
99 AUG 16 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida non-profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted).

Article III, Paragraph A shall be replaced with the following paragraph:

- A. The purposes for which the organization is organized are exclusively religious, charitable, religious, scientific, literary and educational within the meaning of Section 501©(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Article III, Paragraph C shall be replaced with the following paragraph:

- C. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Article III, Paragraph F shall be replaced with the following paragraph:

- F. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: NONE.

THIRD: The date of each amendment's adoption: July 16, 1999.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

_____ The amendment(s) was/were approved by the members. The number of votes cast for the amendment(s) was/were sufficient for approval.

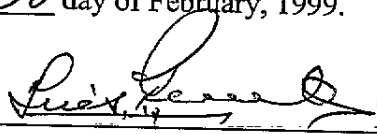
_____ The amendment(s) was/were approved by the members through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval
by _____ (voting group)"

X The amendment(s) was/were adopted by the board of directors without member action and member action was not required.

_____ The amendment(s) was/were adopted by the incorporators without member action and member action was not required.

Signed this 22nd day of February, 1999.

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the members)

or

(By a director if adopted by the directors)

or

(By an incorporator if adopted by the incorporators)

Luis Penelas, Sr.
Typed or printed name

President / Director
Title