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June 5, 2000

Florida Department of State
Division of Corporations
409 Gaines Street
Tallahassee FL 32399-1500

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Re: CODEL,INC., filing of amended and restated articles of incorporation.


Sir/Madam:

For filing amongst your records, enclosed are two executed counterparts of the amended and restated articles of incorporation of CODEL,INC., for filing amongst your records, together with our check in the amount of \$43.75, covering the fee of \$35.00 for filing of one of these counterparts and the sum of \$8.75, fee for certifying the other counterpart.

We appreciate your call regarding the check which we had sent you before, without the enclosure mentioned above, in the amount of \$87.50, which we would appreciate you returned to us.

Do not hesitate to call me, if in doubt.

Sincerely yours,


Agustín de Goytiso, P.A.

Enc (3)

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Amended & Restated
LFS
6-12-2000

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

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**AMENDED UNDER § 617.1002(2) FLORIDA STATUTES
AND RESTATED
ARTICLES OF INCORPORATION OF CODEL, INC.
(filed on October 21, 1999 & assigned # N9900006308)**

The undersigned, Guarioné M. Díaz and Agustín de Goytisolo, both citizens and residents of Miami-Dade County, Florida, in their respective capacities of President and Secretary of the Cuban American National Council, Inc. (the "CNC"), a District of Columbia not-for-profit corporation authorized to transact business in Florida, duly authorized by action adopted by its Executive Committee at a duly convened special meeting held in Washington D.C. on November 20, 1999, the majority of its members being present and voting unanimously therefor, ratified by unanimous action of its sole member, the CNC mentioned above, by these presents amend and restate the articles of incorporation (the "Articles"), of a certain corporation not-for-profit organized under the Florida Not For Profit Corporation Act, Section 617 Florida Statutes as amended from time to time (the "Act") which were filed on October 21, 1999 with Florida's Department of State and assigned document number N9900006308, to wit:

ARTICLE I: NAME

The name of the Corporation is **CODEL, INC.** (hereinafter referred to as the "Corporation"). In its activities, the Corporation may be known solely as CODEL.

ARTICLE II: DURATION

This Corporation was be organized and has been in operation since October 21, 1999 when its Articles were filed with Florida's Department of State, and shall have perpetual existence thereafter.

ARTICLE III: PURPOSES

This Corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations, as amended from time to time, or the corresponding provisions of any future United States revenue law (the "Code"), subject to the limitations expressed in Article VII(3) below, primarily to enhance leadership and educational development.

ARTICLE IV: MEMBERSHIP

Section 1. **Members.** The members of the Corporation shall be **ex-officio** the persons who from time to time are in office as members of the Executive Committee

or Committee of the Cuban American National Council, Inc. (the "CNC"), a corporation not for profit organized under the laws of the District of Columbia and authorized to transact business in Florida. Each member of the Corporation shall be entitled to one (1) vote.

Section 2. **Associate Members.** Interested persons other than those referred in Section 1, and who are approved by the Board of Directors at its discretion, may be accepted for membership in the Corporation on such terms as the Board of Directors at its discretion may deem pertinent. The Board of Directors may designate more than one class of Associate Members and may freely determine the name under which they are to be called.

Section 3. **Honorary Members.** Honorary members of the Corporation may be selected upon the recommendation of the Board of Directors.

ARTICLE V: MANAGEMENT

Section 1. **Board of Directors.** The Board of Directors of the Corporation, designated by its members, shall exercise all powers of the Corporation by and under its authority and it shall manage all business and affairs of the Corporation without limitation. The number, qualifications, election, and removal of directors and the manner of selection of the Chairperson and Vice-Chairperson of the Board of Directors from time to time shall be provided for in the bylaws of the Corporation.

Section 2. **Executive Committee.** The Board of Directors, amongst its members, may appoint a standing committee named the Executive Committee with the power to exercise, between meetings of the Board of Directors, any and all powers conferred on or duties imposed upon the Board of Directors except that the Executive Committee shall not have the authority to remove board members of the Board of Directors or fill vacancies therein, amend or repeal prior Board of Directors' action without the express consent thereof.

Section 3. **Other Committees.** The Board of Directors may establish one or more other committees, whether standing (i.e., appointed for a term) or select (i.e., appointed for a special purpose), to carry out the purposes of the Corporation.

ARTICLE VI: OFFICERS

The officers of the Corporation shall consist of a President, one or more Vice-Presidents, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors at the annual meeting of directors, and shall serve until their successors are chosen and qualified. There may be such other officers and assistant officers and

agents as may be determined by the Board of Directors and the officers need not be members of the Executive Committee of Cuban American National Council, Inc. The failure to elect any of these officers shall not affect the existence of the Corporation.

ARTICLE VII: GENERAL PROVISIONS

Section 1. Bylaws. The internal affairs of the Corporation shall be regulated by the bylaws, and the activities and affairs of the Corporation shall be managed and conducted by the directors in accordance with the bylaws. The power to amend or repeal the bylaws shall be vested in the Board of Directors in accordance with the terms of said bylaws.

Section 2. Power and Authority. Subject to the limitations of these Articles, the Corporation may exercise all powers and authority enjoyed by a corporation not for profit organized in Florida and under all other applicable laws, including the power to perform all acts and duties incident to the operation and management of the Corporation, and to accept contributions of money and other property, whether real or personal, or any interest therein; provided however, that the Corporation shall not have the power to carry on activities except in furtherance of the purposes for which it is organized. Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal income tax under section 501(c)(3) of the Code or (ii) a corporation, contributions to which are deductible under section 170(c)(2) of the Code; or a corporation receiving contributions which are deductible under section 170, 2055 or 2522 of the Code.

Section 3. Tax-Exempt Status. No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director, or Officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no Member, Director, or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, otherwise attempting to influence legislation or participating or intervening in any political campaign for or on behalf of candidates for public office (including the publishing or distribution of statements).

Section 4. Conflicts of Interest. No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation, shall in any way be affected or invalidated by the fact that any of the directors of the Corporation is pecuniarily or otherwise interested in, or is a director or officer of, such

other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he/she or such firm is so interested, shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

Section 5. Indemnification. Every person who now is or hereafter shall be a Member, Director or Officer of the Corporation shall be indemnified and held harmless by the corporation against all claims, costs and expenses (including reasonable counsel fees) in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his being or having been a Member, Director or Officer of the Corporation (whether or not he/she is a Member, Director or Officer of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her). The right to indemnification, and the scope thereof, shall not be less than that provided by Section 617.0834, Florida Statutes as amended from time to time. Such right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE VIII: AMENDMENTS

Amendments to these Articles shall be made by a majority vote of all members of the of the Corporation.

ARTICLE IX: DISSOLUTION

The Corporation may be dissolved by its members following the bylaws of the Corporation. In the event the Corporation is dissolved, after paying or making provision for the payment of all liabilities of the Corporation, the directors shall dispose of all the assets of the Corporation exclusively for the purposes of the Corporation principally in favor of said Cuban American National Council, Inc., or if it has been dissolved or is inactive then, for similar purposes in such manner, or to such organization(s) organized and operated exclusively for charitable or educational purposes as at the same time shall qualify as an exempt organization(s) under section 501(c)(3) of the Code, as the Board of Directors shall determine. If any such assets are not so disposed of, the appropriate court of the county in which the principal

Florida office (or if none, the Florida registered office) of the corporation is located, shall dispose of such assets exclusively for the purposes stated in Article IV herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such section 501(c)(3), as said court shall determine.

ARTICLE X: PRINCIPAL OFFICE

The principal office of the Corporation is situate at 1223 SW Fourth Street, Miami FL 33135-2407.

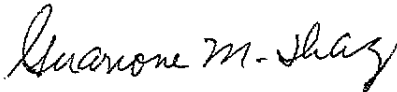
ARTICLE XI: REGISTERED AGENT

The registered agent of the Corporation is Mr. Guarioné M. Díaz, whose business address is 1223 SW Fourth Street, Miami FL 33135-2407 and who been familiar with, and accepts by executing these premises, the duties of a registered agent of the Corporation.

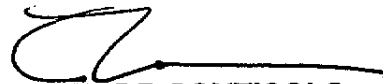
ARTICLE XIII: INCORPORATOR

The name and address of the incorporator is expressed above.

IN WITNESS WHEREOF, the undersigned officers of this Corporation, hereby execute and file these Amended and Restated Articles of Incorporation on the 2nd day of June, A.D. 2000.



GUARIONE M. DIAZ
President



AGUSTIN DE GOYTISOLO
Secretary

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(rev. December 13, 1999)