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LAW OFFICES
DAWN G. EURINGER, ESQUIRE

P.O. BOX 144253
CORAL GABLES, FLORIDA 33134

Telephone (305) 856-2827
Telecopier (305) 856-2827

June 7, 2002

VIA U.S. CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attention: New Corporate Filings

500006413115--9
-07/15/02--01075--007
*****43.75 *****43.75

Re: THE MIAMI ATHLETIC CLUB, INC. AMENDED ARTICLES OF
INCORPORATION

Dear Sirs:

Please find enclosed the Re-stated Articles of Incorporation of THE MIAMI
ATHLETIC CLUB, INC., together with the \$35.00 amendment filing fee and \$8.75
certified fee in the total amount of \$43.75 to include a Certified Copy of the Articles

Please return the Certified Copy of the Articles to our mailing address: DAWN G.
EURINGER, ESQ., P.O. Box 144253, Coral Gables, 33134.

Should there be any questions, please call this office.

Thank you.

Very truly yours,

DAWN G. EURINGER

RECEIVED
02 JUL 10 AM 11:23
DIVISION OF CORPORATIONS

FILED
02 JUL 10 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DGE/TBM
ENC. (2) Re-States Articles & Check

7-15-02
Restated
Articles
Spayre

Dawn gave
OK to correct
doc. -
of votes cast
as sufficient by
shareholders.

RESTATED
ARTICLES OF INCORPORATION OF
MIAMI ATHLETIC CLUB INC.
(Re-stated)

FILED
02 JUL 10 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Miami Athletic Club, Inc. are re-stated and amended upon the May 15, 2002 majority vote of the shareholders of The Miami Athletic Club, Inc. as follows: The number of votes cast was sufficient for approval.

ARTICLE I

NAME

The name, address and principal place of business of the corporation is:

MIAMI ATHLETIC CLUB, INC.
2165 Southwest 52nd Street
Fort Lauderdale, Florida 33312

ARTICLE II

PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business for which corporations for profit may be organized under the laws of the United States and the Florida Business Corporation Act and any other lawful purpose and to engage in any business or transaction deemed necessary, convenient or arising from carrying out such business within or without the United States.

ARTICLE III

CAPITAL STRUCTURE

The corporation is authorized to issue 20,000,000 shares of stock at One (\$1.00) U.S. Dollars per share. The corporation and other entities related to the corporation are owned by the incorporator George Roumain until agreed differently in writing

ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 2165 Southwest 52nd Street, Fort Lauderdale, Florida 33312 and the name of the initial registered agent at such address is Georges Roumain.

ARTICLE V
INCORPORATORS

The name and address of the initial incorporator of this corporation is Georges Roumain, 2165 Southwest 52nd Street, Fort Lauderdale, Florida 33312

ARTICLE VI
BOARD OF DIRECTORS

The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one or more than three.

The founder of the corporation Georges Roumain, and Deodelita Roumain, and Ruth Bacardi are permanent Board of Directors members of the corporation and only they shall have the power to vote. At the discretion of the founder George Roumain, general members may be appointed to serve in the corporation for a determined amount of time and be assigned to various standing or special committees.

ARTICLE VI
OFFICERS

The corporation shall have a President, Vice President, Secretary, Treasurer, Assistant Vice President and Assistant Secretary, and such other officers as the Board of Directors from time to time by resolution change or create, and who shall be selected according to the By-Laws of the corporation. The names and address of the officers of this corporation who hold such office until succeeded are:

Director/President/ CEO : Georges Roumain, 2165 Southwest 52nd Street, Fort Lauderdale, Florida 33312

Director/Secretary/Treasurer: Georges Roumain, 2165 Southwest 52nd Street, Fort Lauderdale, Florida 33312

Director/ Vice President: Ruth Bacardi, 2165 Southwest 52nd Street, Fort Lauderdale, Florida 33312

Director/Assistant Secretary: Deodilila Roumain, 2165 Southwest 52nd Street, Fort Lauderdale, Florida 33312

ARTICLE VII
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, including specifically the power to make loans or advances to purchase any stock, other securities or evidences of indebtedness of, or make any investment or

acquire any interest whatsoever in, or be a promoter, incorporator, general partner, limited partner, member, associate or manager of, any other person, corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; become an accommodation obligor, maker, guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future of any other person, corporation, association, partnership, or limited partnership, even though such obligations and indebtedness are not related to or do not tend to promote this corporation's business; and to endorse, guarantee and secure, with or without consideration to this corporation, the payment of the obligations, and indebtedness, both past and future, of any other person, corporations, associations, and partnerships and for these purposes to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as this corporation may deem advisable or necessary.

The Board of Directors of the corporation shall exercise all the powers of the corporation including but not limited to all powers conferred upon the Board of Directors by law, by agreement of the corporation, including without limitation the power to:

- (a) hire, fire, and evaluate the performance of the highest ranking staff;
- (b) work with highest ranking staff member to recruit and hire staff;
- (c) determine major personnel, organizational, fiscal and program policies;
- (d) make final approval of all program and/or project proposals and budgets;
- (e) determine rules and procedure for the Board of Directors and staff;
- (f) select the officers and executive committee of the Board of Directors

ARTICLE IX

DIRECTOR CONFLICTS OF INTEREST

No contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other corporation, firm, association or other entity in which one or more of this corporation's directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors or a committee thereof authorizing, approving or ratifying such contract or transaction, or because his or her votes are counted for such purpose, if:

- (a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- (b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- (c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by this corporation's Board of Directors, committee or its shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE X

INDEMNIFICATION

The corporation hereby indemnifies the corporation's officers, directors, employees, or agents, past and present, his or her estate, heirs, executors, or administrators, to the fullest extent permitted or authorized by current or future legislation, and as authorized or permitted by judicial or administrative decision to the extent such decisions provide broader indemnification rights, against all fines, liabilities, costs, and expenses, including attorneys' fees, asserted against him or her or incurred by him or her arising from his or her capacity or status as a director, officer, agent, employee or representative of this corporation.

The right to indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and its officers, directors, agents, employees and representatives against fines, liabilities, costs and expenses, whether or not the corporation would have the legal power to indemnify directly against such liability.

Costs, charges and expenses, including attorneys fees, incurred by the corporation's officers, directors, agents, employees and representatives in defending any civil or criminal suit, action or proceeding shall be paid by the corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the corporation as authorized by this Article, and upon satisfaction of other conditions required by current legislation or by future legislation to the extent future legislation provides conditions less burdensome than that of previous legislation.

If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the corporation nevertheless indemnifies each officer, director, agent, representative and employee to the fullest extent permitted by all portions of this Article not invalidated and to the fullest extent permitted by law.

ARTICLE XI

TERM OF EXISTENCE

Commencing on the date of filing of the Articles of Incorporation with the Department of State the duration of the corporation is perpetual unless sooner liquidated or dissolved in accordance with law.

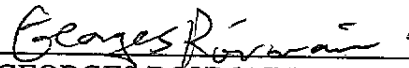
ARTICLE XII
AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto.

ARTICLE XIII
BY-LAWS

The By-laws of the corporation shall be made and adopted by a majority of the Board of Directors at the first meeting. The By-Laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that they are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of this State or of the United States.

IN WITNESS WHEREOF the undersigned has executed these re-stated and amended Articles of Incorporation this 18 day of JUNE, 2002.



GEORGES ROUMAIN
PRESIDENT

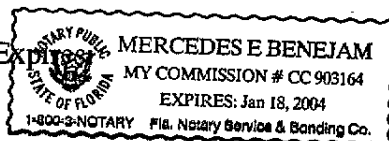
STATE OF FLORIDA :
COUNTY OF DADE :

FL-D/L. R550-281-64006-0

BEFORE ME, the undersigned authority, personally appeared GEORGES ROUMAIN, to me well known, who first being duly sworn deposes and states that he has read the foregoing Articles of Incorporation, and that he has executed the same freely and voluntarily for the purposes stated therein.

SWORN AND SUBSCRIBED before me this 18th day of JUNE, 2002.

My Commission Expires





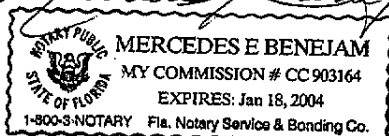
NOTARY PUBLIC

6/18/02.

ACCEPTANCE OF REGISTERED AGENT

Having been named herein as registered agent to accept service of process on behalf of corporation MIAMI ATHLETIC CLUB, INC. at the address stated in the corporation's foregoing Articles of Incorporation, Article IV, the undersigned agrees to act in such capacity and agrees to comply with Chapter 607.0505 of the Florida Statutes (1991).

DATED this 18th day of June, 2002.





GEORGES ROUMAIN

6/18/02