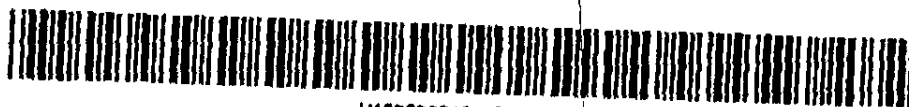


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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NUMOON, INC.**

Original Articles of Incorporation filed with
the Secretary of State of the State of Florida
on December 23, 2002 with an effective date of January 1, 2003

ARTICLE I - NAME

The name of the corporation is NuMoon, Inc. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE III - NFL RESTRICTION ON TRANSFERS

National Football League policy has limitations on the number and type of persons who may have ultimate direct, indirect, beneficial, contingent or other interests in the Miami Dolphins franchise (the "Franchise") and prohibits any direct or indirect sale, transfer, assignment, pledge, hypothecation, encumbrance or other disposition of, or with respect to, the Franchise or any direct or indirect interest therein without the prior consent of the National Football League, unless specifically exempted from such consent pursuant to the Constitution and Bylaws of the National Football League. Please contact the National Football League, League Counsel, 280 Park Avenue, New York, New York 10017 to determine the applicable requirements.

Notwithstanding any agreement to the contrary, these Amended and Restated Articles of Incorporation and any and all other arrangements between or among the parties hereto or any entity that has any interest, direct or indirect, in any party hereto which relates to the ownership or operation of the Miami Dolphins franchise (the "Franchise") as a member club of the National Football League, are subject to the Constitution and Bylaws of the National Football League, the Articles of Association and Bylaws of the NFL Management Council, and certain decisions, rulings, resolutions, actions and other matters. This Article III and any other provision hereof affecting the rights of the National Football League may not be amended, waived or otherwise adversely affected without the prior written consent of the National Football League, in its sole discretion, which such League is a third-party beneficiary of the covenant and agreement reflected in this Article. The parties hereto will provide copies of any

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proposed amendments hereto to the National Football League, 280 Park Avenue, New York, N.Y. 10017, Attn: League Counsel.

In the event of any inconsistency or conflict between the terms and provisions of these Amended and Restated Articles of Incorporation and those contained in that certain consent letter dated January 8, 2010 issued by the National Football League to Miami Dolphins, Ltd., NuMoon, Inc., and the other parties named therein (the "Consent Letter"), the terms and provisions of the Consent Letter shall control.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of this Corporation shall consist of the following classes:

(a) Class A Common Stock. The Corporation is authorized to issue 100 shares of Class A Common Stock, \$.01 par value. Except as otherwise provided by the Florida Business Corporation Act, each outstanding share of Class A Common Stock is entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

(b) Class B Common Stock. The Corporation is authorized to issue 900 shares of Class B Common Stock, \$.01 par value. Except as otherwise provided by the Florida Business Corporation Act, outstanding shares of Class B Common Stock shall have no voting rights.

(c) Rights and Preferences. Except with respect to voting, shares of Class A Common Stock and Class B Common Stock shall have the same rights and preferences.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the registered office of the Corporation is 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, FL 33410 and the name of the registered agent of the Corporation at that address is Corporate Creations Network, Inc.

ARTICLE VI - INITIAL PRINCIPAL OFFICE

The street address of the principal office and mailing address of the Corporation is 420 Jefferson Avenue, Miami Beach, Florida 33139.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated
Articles of Incorporation this 8th day of January, 2010.

NuMoon, Inc.


Emilio Estefan, President

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**OFFICER'S CERTIFICATE
REGARDING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NUMOON, INC.**

NUMOON, INC., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is NuMoon, Inc.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation.
3. The Restated Articles contain certain amendments which require shareholder approval, and the Restated Articles were adopted and approved on December 15, 2009 by the Corporation's shareholders pursuant to a written consent, the number of votes cast being sufficient for approval in the manner prescribed by Section 607.0704 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of January 8, 2010.

NuMoon, Inc.


Emilio Estefan, President