

# P04000133718

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## BASIC AMENDMENT

ICAZA CORPORATE SERVICES, INC.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ICAZA CORPORATE SERVICES, INC.**

The undersigned, pursuant to the provisions of Florida Statutes Sections 607.1006, 607.1007, 607.0704 and 607.0821 of the Florida Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation of ICAZA CORPORATE SERVICES, INC., a corporation duly organized and existing under the laws of the State of Florida as filed with the Florida Department of State on September 24, 2004, (the "Corporation"), (the "Amended and Restated Articles of Incorporation") and confirms that such Amended and Restated Articles of Incorporation were duly adopted by unanimous written consent of the sole Director and sole Shareholder of the Corporation on December 8, 2004:

**ARTICLE I. NAME**

The name of the Corporation is ICAZA CORPORATE SERVICES, INC.

**ARTICLE II. ADDRESS**

The business address of the Corporation is:

801 Brickell Avenue  
Suite 928  
Miami, Florida 33131

The mailing address of the Corporation is:

701 Brickell Avenue  
Suite 3000  
Miami, Florida 33181

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**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the Corporation commenced on the date of the filing of the Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

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#### ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having \$0.01 par value per share.

#### ARTICLES VI. DIRECTORS

The name and address of the initial director of the Corporation is:

<u>Name</u>	<u>Address</u>
Lilian de Muschett	801 Brickell Avenue Suite 928 Miami, Florida 33131

#### ARTICLES VII. OFFICERS

The name, respective office and address of the initial officer of the Corporation is:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Lilian de Muschett	President, Secretary and Treasurer	801 Brickell Avenue Suite 928 Miami, Florida 33131

#### ARTICLE VIII. REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 and the name of the Corporation's registered agent at that address is Intrastate Registered Agent Corporation.

#### ARTICLE IX. INCORPORATOR

Jorge L. Hernandez-Torano, Esq.  
701 Brickell Avenue  
Suite 3000  
Miami, Florida 33131

#### ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors (the "Board of Directors") and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

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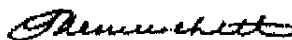
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ARTICLE XI. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

These Amended and Restated Articles of Incorporation of the Corporation are hereby executed this 8<sup>th</sup> day of December, 2004.



Lilian de Muschett, President

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