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BASIC AMENDMENT

INTERNATIONAL BANCORP OF MIAMI, INC.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 19, 2003

INTERNATIONAL BANCORP OF MIAMI, INC.
2121 SOUTHWEST THIRD AVENUE
MIAMI, FL 33129

SUBJECT: INTERNATIONAL BANCORP OF MIAMI, INC.
REF: P95000097870

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6869.

Teresa Brown
Document Specialist

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Document WAS signed
by the President.

Registered Agent Certificate
WAS checked.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INTERNATIONAL BANCORP OF MIAMI, INC.**

Pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "Act"), International Bancorp of Miami, Inc., a Florida corporation (the "Corporation"), does hereby certify that:

These Amended and Restated Articles of Incorporation contain amendments requiring the approval of the holders of shares of the common stock of the Corporation; and the shareholders of the Corporation approved such amendments at a meeting duly called and held in Coral Gables, Florida on April 25, 2003. The number of votes cast in favor of the amendments was sufficient for approval by the holders of the common stock of the Corporation. These Amended and Restated Articles of Incorporation were duly adopted, and proposed and recommended for action by the shareholders of the Corporation, by the unanimous vote of the Board of Directors of the Corporation at a meeting duly called and held in Coral Gables, Florida on Tuesday, February 25, 2003.

The text of the Articles of Incorporation, as amended, of the Corporation is hereby amended and restated in its entirety, effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Florida Department of State, to read as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
INTERNATIONAL BANCORP OF MIAMI, INC.**

ARTICLE I - NAME

The name of the corporation is International Bancorp of Miami, Inc. (the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be organized under the Florida Business Corporation Act.

ARTICLE III - CAPITAL STOCK

The aggregate number, class and par value of shares that the Corporation is authorized to issue is One Million Five Hundred Thousand (1,500,000) shares of common stock having a par value of US\$0.10 per share. Except as otherwise required by law or the Bylaws of the

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Corporation, each outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote of the shareholders with no cumulative voting rights. Each share of common stock shall have equal rights on dissolution, corporate distribution and for all other purposes.

ARTICLE IV - BOARD OF DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not less than three persons, with the exact number to be determined from time to time by the Board of Directors in accordance with the Bylaws. Directors of the Corporation need not be citizens or residents of the United States of America or the State of Florida.

ARTICLE V - PRINCIPAL OFFICE

The address of the principal office of the Corporation is 121 Alhambra Plaza, Penthouse 2, Coral Gables, Florida 33134.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 121 Alhambra Plaza, Penthouse 2, Coral Gables, Florida 33134, and the name of the registered agent of the Corporation at that address is Alberto Valdes. The Board of Directors may from time to time change the registered office and registered agent of the Corporation in accordance with the Bylaws.

ARTICLE VII - BYLAWS

The Board of Directors shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered or repealed in any manner permitted by the Bylaws.

ARTICLE VIII - AMENDMENT TO ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation in any manner now or hereafter permitted by law, and any amendment hereto, and any right conferred upon the shareholders of the Corporation is subject to this reservation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law. The Board of Directors may authorize and direct the Corporation to agree to indemnify, and

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to indemnify, other persons and entities in circumstances the Board of Directors believes to be in the interest of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 18th day of June, 2003.

INTERNATIONAL BANCORP OF MIAMI, INC
a Florida corporation

By: 
Alberto Valdes, President

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

International Bancorp of Miami, Inc. has named Alberto Valdes, located at 121 Alhambra Plaza, Penthouse 2, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 18th day of June, 2003.

By: 

Alberto Valdes

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