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Rafferty, Gutiérrez & Sánchez-Aballí, P.A.

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November 9, 2000

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Havana Biltmore Yacht & Country Club, Inc.

Dear Madam or Sir:

Enclosed for filing please find the original and one copy of the Amended and Restated Articles of Incorporation for the above-referenced Florida corporation. Also enclosed is a check in the amount of \$35.00 in payment of the filing fee. Please note that the document does not contain a change of Registered Agent.

Please provide our office with the appropriate evidence of filing. Should you need anything further in order to proceed with this filing, please call me.

Thank you for your help.

Sincerely,

Rafferty, Gutiérrez & Sánchez-Aballí, P.A.

Toni Clark
Toni Clark
Certified Legal Assistant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*gave auth to add "and" in para 1-
at 11-27-00*

Enclosures

cc: Nicolás J. Gutiérrez, Jr., Esq. (w/o enc.)

*amend
ad
11-27*

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

HAVANA BILTMORE YACHT & COUNTRY CLUB, INC.

Pursuant to Section 607.1007 of the Florida Statutes, Havana Biltmore Yacht & Country Club, Inc., a Florida corporation (the "Corporation"), certifies that:

1. The Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Board of Directors ~~by~~ all of its shareholders on the 24th day of November, 1999;
2. The Articles of Incorporation are amended in its entirety to read as follows:

ARTICLE I

NAME

The name of this Corporation shall be:

HAVANA BILTMORE YACHT & COUNTRY CLUB, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be

5440 S.W. 147th Court
Miami, Florida 33185

ARTICLE III

NATURE OF BUSINESS

The purposes for which this Corporation is organized are:

- 1) To identify the property of the Havana Biltmore Yacht & Country Club located in Jaimanitas, Municipality of Marianao, Havana, Cuba, which comprises land, buildings, a marina, boats, furniture and fixtures, agricultural machinery and other holdings;
- 2) To denounce before the international court of public opinion that the hotel chain, Group Sol Melia of Spain, is illegally trafficking, using and/or illegally dealing with the properties of the Havana Biltmore Yacht & Country Club. These illegal actions are punishable under, among other laws, the Cuban

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Liberty and Democratic Solidarity (LIBERTAD) Act of 1996. In addition, Sol Melia is supporting government-sponsored apartheid against the Cuban people, as they are not allowed to use or visit said facilities;

- 3) To take any necessary action in order that eventually all of the rights of the members to the properties of the Havana Biltmore Yacht & Country Club are duly honored and recognized; and
- 4) To transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$10.00 per share.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation in the State of Florida shall be:

5440 S.W. 147th Court
Miami, Florida 33185

The name of the registered agent of this Corporation at that address shall be:

Juan R. Arellano

ARTICLE VII

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of

Directors, which shall have twelve (12) directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VIII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Juan R. Arellano	5440 S.W. 147th Court Miami, Florida 33185
Carlos R. Porro	5440 S.W. 147th Court Miami, Florida 33185
Ramon Puig	5440 S.W. 147th Court Miami, Florida 33185
León De León	5440 S.W. 147th Court Miami, Florida 33185
Marino López Blanco	5440 S.W. 147th Court Miami, Florida 33185
Fernando Saenz	5440 S.W. 147th Court Miami, Florida 33185
Jorge Garcia Montes	5440 S.W. 147th Court Miami, Florida 33185
Francisco de la Cámara	5440 S.W. 147th Court Miami, Florida 33185
Eduardo Arellano	5440 S.W. 147th Court Miami, Florida 33185
Agustin Arellano	5440 S.W. 147th Court Miami, Florida 33185
Jose Maria Arellano	5440 S.W. 147th Court Miami, Florida 33185
Juan R. Arellano, Jr.	5440 S.W. 147th Court Miami, Florida 33185

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

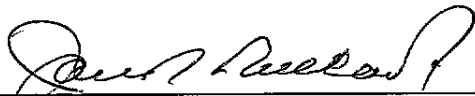
IN WITNESS WHEREOF, the undersigned, President of Havana Biltmore Yacht & Country Club, Inc., does execute, subscribe and acknowledge these Amended and Restated Articles of Incorporation and certifies that the facts stated herein are true and correct, at Miami, Florida, for the uses and purposes aforesaid, this 24th day of November, 1999.



Juan R. Arellano, President

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, HAVANA BILTMORE YACHT & COUNTRY CLUB, INC., having filed its Amended and Restated Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 5440 S.W. 147th Court, Miami, Florida 33185, has named Juan R. Arellano, located thereat as its registered agent to accept service of process within this state.

By: 
Juan R. Arellano, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
Juan R. Arellano, Registered Agent