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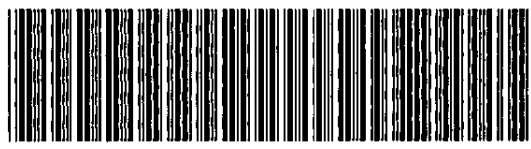
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Amend
@ 9/53/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ANDRES ASION FOUNDATION, INC.

DOCUMENT NUMBER: N11000006492

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Derek A. Schwartz, Esq.

(Name of Contact Person)

Derek A. Schwartz, P.A.

(Firm/ Company)

4755 Technology Way, Suite 205

(Address)

Boca Raton, FL 33431

(City/ State and Zip Code)

derekaschwartz@comcast.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Derek A. Schwartz, Esq.

(Name of Contact Person)

at (561) 981-8089

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 7, 2011

DEREK A. SCHWARTZ, ESQ.
DEREK A. SCHWARTS, P.A.
4755 TECHNOLOGY WAY - SUITE 205
BOCA RATON, FL 33431

SUBJECT: ANDRES ASION FOUNDATION, INC.
Ref. Number: N11000006492

We have received your document for ANDRES ASION FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 811A00020782

AMENDED
ARTICLES OF INCORPORATION
OF
ANDRES ASION FOUNDATION, INC.

A Florida corporation not for profit in compliance with Chapter 617, Florida Statutes

These Amended Articles of Incorporation were adopted: a) on the date of execution on Page 4 herein; and b) by the Board of Directors are there are no Members (see Article IX).

ARTICLE I – Name

The name of this corporation is **ANDRES ASION FOUNDATION, INC.** (the “Corporation”).

ARTICLE II – Corporate Nature

The Corporation is a corporation not for profit organized pursuant to the Florida Not Profit Corporation Act set forth in Chapter 617, Florida Statutes.

ARTICLE III – Principal Address

The address of the principal office and the mailing address of the Corporation is located at 1000 S. Pointe Drive #2204, Miami Beach, Florida 33139.

ARTICLE IV - Duration

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE V - Purpose

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). The Corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Code or corresponding section of any future federal tax code.

ARTICLE VI – Powers

The Corporation shall have all of the powers, privileges, rights and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit,

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including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- A) to acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;
- B) to buy, own, sell, convey, assign, mortgage or lease any interest in real and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- C) to borrow money and issue evidence of indebtedness in furtherance of any or all of its purposes set forth in Article V hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;
- D) to raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and
- E) to do and perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

ARTICLE VII – Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the Bylaws of the Corporation. The number of directors of the Corporation shall be not less than three (3) persons. The number and method of election of members of the Board of Directors shall be as provided in the Bylaws of the Corporation, and directors of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated directors.

ARTICLE VIII – Initial Board of Directors/Officers

The number constituting the initial Board of Directors of the Corporation is three (3). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

ANDRES ASION
1000 S. Pointe Drive #2204
Miami Beach, Florida 33139

JULIAN T. ASION
269 Palm Avenue
Miami Beach, Florida 33139

MARIA C. ASION
269 Palm Avenue
Miami Beach, Florida 33139

ARTICLE IX - Members

The Corporation shall not have members.

ARTICLE X – Registered Agent & Office

The name and street address of the initial registered agent and office of the Corporation are: Derek A. Schwartz, P.A., 4755 Technology Way, Suite 205, Boca Raton, Florida 33431.

ARTICLE XI - Incorporator

The name and address of the person signing these Articles are Derek A. Schwartz, Esquire, 4755 Technology Way, Suite 205, Boca Raton, Florida 33431.

ARTICLE XII - Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII - Restrictions


- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Purpose clause hereof.
- B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- C. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax

code, or (b) by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The undersigned have executed these *Amended* Articles of Incorporation this 23rd day of July, 2011.



ANDRES ASION, Director



JULIAN T. ASION, Director

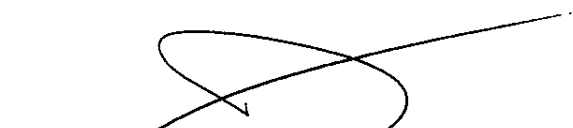


MARIA C. ASION, Director

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article X of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 23rd day of July, 2011.



Derek A. Schwartz, P.A. - Registered Agent