FIRST AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
CIUDAD MÍSTICA, INC.
(a non-for-profit corporation)

FIRST: That at a meeting of the Board of Directors of Ciudad Mística, Inc. (the "Corporation") duly called and held on June 1, 1998, a resolution was adopted setting forth proposed amendments to the Certificate of Incorporation of said corporation.

The resolution setting forth the proposed amendments reads as follows:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended so that it read in its entirety as follows:

"FIRST: Name. The name of the Corporation is CIUDAD MÍSTICA, INC.

SECOND: Address and Resident Agent. Its designated office in the Commonwealth of Puerto Rico will be located at D-19, Crisalida Avenue, Urbanización Torremolinos, Guaynabo, Puerto Rico 00969. The Resident Agent in charge of said office is Carlos Humberto Mercader.

THIRD: Purposes. The Corporation is a non-profit corporation. The purposes for which the Corporation is organized are:

(a) The advancement of education through the integral development of the individual, and for other charitable purposes, within the meaning of Section 501(c)(3) of the United States Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws.

(b) To operate for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) To engage in any lawful act or activity for which non-for-profit corporations may be organized under the General Corporation Act of Puerto Rico, as amended, or any subsequent act.
FOURTH: Restrictions on Activities.

(a) No part of the net earnings, properties, or assets of the Corporation shall inure to the benefit of any private person or individual, or any member, officer or director of the Corporation, on dissolution or otherwise, 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 this Certificate of Incorporation.

(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 or in opposition to any candidate for public office.

(c) Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from the federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws.

FIFTH: No Capital Stock. The Corporation shall have no authority to issue capital stock.

SIXTH: Directors. The powers of the Corporation shall be exercised, its properties controlled and its affairs conducted by its Board of Directors. The Board of Directors shall have all powers granted by Puerto Rico law, including, but not limited to, the power to make, alter, amend, or repeal the bylaws of the Corporation from time to time.

SEVENTH: Distribution on Dissolution. On the dissolution of the Corporation, the Board of Directors shall, after payment or making provision
for the payment of all of the liabilities of the Corporation, dispose of all of
the assets of the Corporation exclusively for the purposes of the Corporation
in such manner or to such organization or organizations organized exclusively
for charitable, educational, religious or scientific purposes as shall qualify as
an exempt organization or organizations under Section 501(c)(3) of the
Internal Revenue Code of the United States of America (or the
corresponding provisions of any subsequent federal tax laws) as the Board of
Directors shall determine. Any such assets not so disposed shall be disposed
by the Superior Subsection of the First Instance Court of the Commonwealth
of Puerto Rico, San Juan Part, exclusively for such exempt purposes or to
such organization or organizations as said Court shall determine which are
organized and operated exclusively for such exempt purposes.

EIGHTH: Amendments. Any amendment to this Certificate of Incorporation
shall require the approval of not less than 50% of the votes of the directors
of the Corporation."

IN WITNESS WHEREOF, I, Carmen Ana Montañez, Secretary of the Corporation
who signs this certificate, hereby swear that the facts herein stated are true, this 2nd day of

Carmen Ana Montañez
Secretary
Estatdo Libre Asociado de Puerto Rico
Commonwealth of Puerto Rico
CERTIFICADO DE INCORPORACION
CERTIFICATE OF INCORPORATION
Corporación no autorizada a emitir acciones de capital
A Non-Stock Corporation

PRIMERO: El nombre de la corporación es: CIUDAD MISTICA, INC.
FIRST: The name of the corporation is:

Favor hacer un círculo alrededor del término que desee para el nombre de la corporación:
Please circle the term desired for the corporation’s name:

Corporación Ciudad Mística, Corp. or Inc.
Corporation, Corp. or Inc.

SEGUNDO: Su oficina designada en el Estado Libre Asociado de Puerto Rico estará localizada en (dirección postal y física, incluyendo calle, número y municipio)
SECOND: Its designated office in the Commonwealth of Puerto Rico will be located at (mailing and physical address including street, number and municipality)
APARTADO 31751, SAN JUAN, P. R. 00929-1751, CALLE UCAR B-6, SANTA CRUZA
RÍO PIEDRAS, P. R.

El Agente Residente a cargo de dicha oficina es CARLOS HUMBERTO MERCADER
The Resident Agent in charge of said office is

TERCERO: Esta es una corporación sin fines de lucro cuya naturaleza o propósitos son
THIRD: This is a not-for-profit corporation which nature or purposes are

CUARTO: La corporación no tendrá acciones de capital (indicar las condiciones requeridas de los miembros, si alguna
FOURTH: The corporation shall not have any capital stock (indicate the conditions of membership, if any, or if they will be stated in the by-laws)

SEXTO: Si las facultades de los incorporadores habrán de terminar al radicarse el certificado de incorporación, los nombres y las direcciones (incluyendo calle, número y municipio) de las personas que se desempeñarán como directores hasta la primera reunión anual de los miembros o hasta que sus sucesores los reemplacen son:
SIXTH: If the faculties of the incorporators will end upon the filing of the certificate of incorporation, the names and addresses (including street, number and municipality) of the persons who will act as directors until the first annual meeting of the members or until their successors replace them are:

Las condiciones requeridas de los socios se harán figurar en los estatutos de la corporación.

QUINTO: El nombre y dirección postal y física (incluyendo calle, número y municipio) de cada incorporador son
FIFTH: The name and mailing and physical address (including street, number and municipality) of each incorporator are

CARLOS HUMBERTO MERCADER, CALLE UCAR B-6, SANTA CRUZA, RÍO PIEDRAS, P. R.
Favor indicar con una "X" la fecha en que la corporación tendrá vigencia:

Please indicate with an "X" the date on which the corporation will be effective:

- la fecha de radicación
  the filing date

... la siguiente fecha __________________ (que no excederá noventa (90) días a partir de la fecha de radicación)
  the following date (which will not exceed ninety (90) days from the filing date)

Véase el párrafo B del Artículo 1.02 de la Ley General de Corporaciones de 1995 para otras cláusulas opcionales.

Please see paragraph B of Article 1.02 of the General Corporation Law of 1995 for other optional clauses.

Yo/Nosotros, el/los suscribiente(s), siendo el/los incorporador(es) antes señalado(s), con el propósito de formar una corporación conforme a la Ley General de Corporaciones de Puerto Rico de 1995, juro/juramos que los datos contenidos en este Certificado son ciertos, hoy día 20 del mes de SEPTIEMBRE del año 19...

I/We, the undersigned, being the incorporator(s), hereinafter named, for the purpose of forming a corporation pursuant to the General Corporation Law of Puerto Rico of 1995, hereby swear that the facts herein stated are true, this ____ day of 

[Signature]

Incorporador(es)

Incorporator(s)