

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FLORIDA INTERNATIONAL UNIVERSITY
RESEARCH FOUNDATION, INCORPORATED

ARTICLE I

Name

The name of this corporation is the Florida International University Research Foundation, Incorporated.

ARTICLE II

Enabling Law

This corporation is organized pursuant to the Florida Not for Profit Corporation Act.

ARTICLE III

Purposes

Section 1. This corporation is organized and shall be operated exclusively for scientific and educational purposes and not for pecuniary profit. The corporation shall be operated exclusively for the benefit of Florida International University. The purposes of this corporation include, without limitation, the promotion and encouragement of, and assistance to, the research and training activities of faculty, staff, and students of Florida International University through income from contracts, grants, and other sources, including, but not limited to, income derived from or related to the development and commercialization of University work

products, and the resolution of any issues arising out of the University's research activities. The corporation shall provide means by which discoveries, inventions, processes, and work products of faculty, staff, and students of the University may be patented, developed, applied, and utilized in order that the results of such research shall be made available to the public, and that funds be made available from such discoveries, inventions, processes, and work products for further research at Florida International University.

Section 2. All the assets and earnings of the corporation shall be used exclusively for the exempt purposes set forth above, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying out of a program of propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in (including publishing or distributing of statements) any political campaign on behalf of any candidate for public office. The corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c) (3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or by any organization contributions which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws). The corporation shall have no capital stock, pay no dividends, distribute no part of the income to its members, directors, or officers, and the private property of the subscribers, members, directors, and officers shall not be liable for the debts of the corporation.

ARTICLE IV

Powers

This corporation shall have all the powers and authority as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida.

ARTICLE V

Membership

Section 1. The membership of this corporation shall consist of persons who are interested in the scientific and educational purposes of the corporation and who meet such additional qualifications as may be prescribed in the bylaws of this corporation. Qualified persons shall become members of the corporation upon approval or acceptance in any manner authorized by the Board of Directors.

Section 2. The voting and other rights and privileges of members and the provisions for termination of membership shall be as set forth in the bylaws of this corporation.

ARTICLE VI

Board of Directors

Section 1. The Board of Directors of the corporation shall consist of not fewer than nine nor more than fifteen persons who shall be chosen as provided in the bylaws.

Section 2. The Board of Directors may, pursuant to a resolution adopted by a majority of the full Board, designate three or more of its members to constitute an Executive Committee, which, to the extent provided in such resolution, may exercise the powers of the Board.

ARTICLE VII

Officers

Section 1. The officers of this corporation shall be a President, three Vice Presidents, a Secretary, and a Treasurer, and such other officers as may be provided for in the bylaws.

Section 2. The qualifications of officers, the time and manner of electing or appointing them, the duties of and the term of office, and the manner of removing offices shall be set forth in the bylaws.

ARTICLE VIII

Address and Registered Agent

The address of this corporation and the registered office of this corporation is Office of the General Counsel, Florida International University, 11200 S.W. 8th Street, Miami, FL 33199, and the corporation's initial registered agent at such address is Isis Carbajal de García.

ARTICLE IX

Bylaws

Bylaws will be adopted at the first meeting of the Board of Directors. Such bylaws may be amended or repealed, in whole or in part, by the directors in the manner provided therein. Any amendments to the bylaws shall be binding on all members of the corporation.

ARTICLE X

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors, and such proposed amendments shall be submitted by the President of the University to the Florida International University Board of Trustees for approval. Proposed amendments to these Articles of Incorporation shall be approved by a vote of two-thirds (2/3) of the directors of this corporation.

ARTICLE XI

Terms of Existence

This corporation shall have perpetual existence unless it shall be dissolved pursuant to the laws of the State of Florida.

ARTICLE XII

Dissolution

Upon dissolution or winding up of this corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the Florida International University Foundation, Incorporated, provided that it is exempt under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), or in the event that such organization is not in existence or the Florida International University Foundation, Incorporated is not exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), the remaining

assets of the corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by the Internal Revenue Service under Section 501(c)(3) and Section I70(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), as may be selected by the last Board of Directors, and none of the assets will be distributed to any members, directors, or officers of this corporation.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Amended and Restated Articles of Incorporation this 21st day of April 2010.

AG Gil
 Andrés G. Gil, Chairperson

Robert Conrad
 Robert Conrad, Secretary

STATE OF FLORIDA)
) SS:
 COUNTY OF MIAMI-DADE)

Before me, a Notary Public duly authorized in the State and County aforesaid to make acknowledgments, personally appeared Andrés G. Gil and Robert Conrad, to me well known to be the persons described in and executed the foregoing Amended and Restated Articles of Incorporation, and who acknowledged before me that they executed and subscribed to these Amended and Restated Articles of Incorporation for the purposes therein expressed.

Personally known

Produced identification

Ileana D. Medina
 Notary Public, State of Florida at Large

My Commission expires: 11-25-2012



Having been named as registered agent to accept service of process for the Florida International University Research Foundation, Incorporated, at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Isis Carbajal de García, Registered Agent

Date: 7/7/10

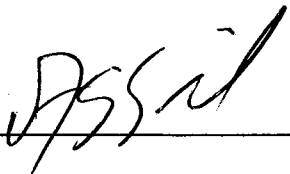
CORPORATE CERTIFICATE

In connection with the foregoing Amended and Restated Articles of Incorporation of Florida International University Research Foundation, Incorporated (the "Corporation"), the undersigned Chairperson of Board of Directors and Secretary of the Corporation do hereby certify that:

1. Amendments to the Articles of Incorporation were proposed by resolution adopted on April 21, 2010, by the Board of Directors of the Corporation and submitted by the President of Florida International University to The Florida International University Board of Trustees (the "Board of Trustees") for approval.
2. After due consideration, the Board of Trustees adopted the amendments, which are reflected in these Amended and Restated Articles of Incorporation, via resolution duly adopted by the Board of Trustees dated June 4, 2010.

IN WITNESS WHEREOF, the undersigned have executed and delivered this Corporate Certificate as of this 6th day of July 2010.

**FLORIDA INTERNATIONAL UNIVERSITY RESEARCH FOUNDATION,
INCORPORATED**

By: 

Its: Chairperson, Andrés G. Gil

By: 

Its: Secretary, Robert Conrad