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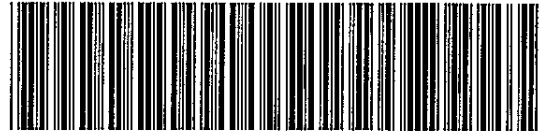
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Amen

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August 17, 2005

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Ringling School of Art and Design, Inc.

Ladies and Gentlemen:

On behalf of Ringling School of Art and Design, Inc., a Florida corporation not for profit, I submit for filing the enclosed Articles of Amendment to Articles of Incorporation of Ringling School of Art and Design, Inc.

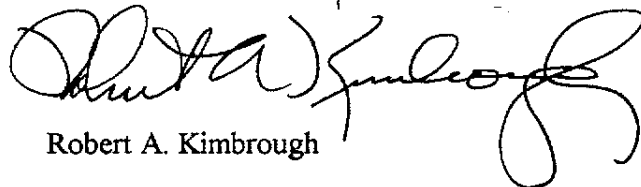
Also enclosed is my check payable to the Secretary of State Division of Corporations in the amount of \$43.75 in payment of the filing fee and the cost of one certified copy.

It is requested that a certified copy of the approved amendment be made and transmitted to me.

Thank you for your assistance.

Sincerely,

KIMBROUGH & KOACH, LLP



Robert A. Kimbrough

RAK/cp
Enclosures

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF RINGLING SCHOOL OF ART AND DESIGN, INC

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Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned as Florida non-profit corporation adopts the following article of amendment to its Articles of Incorporation.

FIRST: ARTICLE V, Subparagraph (a), is hereby amended to be as follows

ARTICLE V.
MANAGEMENT OF AFFAIRS OF THE CORPORATION

(a) The government and management of the affairs of the corporation shall be vested in a Board of Trustees of not less than three (3) persons. The maximum number of persons who may be elected to the Board of Trustees shall be provided in the By-Laws of the corporation, as may be amended from time to time, and by such officers as may be elected by the Board of Trustees as provided in the By-Laws.

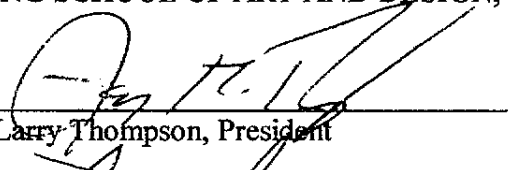
SECOND: The date of adoption of the amendment was April 14, 2005.

THIRD: Pursuant to the provisions of the Articles of Incorporation and By-laws, the amendment was adopted by the members of the Board of Trustees at a regular meeting on the above date by greater than a two-thirds vote of the members present.

IN WITNESS WHEREOF, the undersigned president and secretary of this corporation not for profit have executed on behalf of the corporation this Articles of Amendment this 15th day of June 2005.

RINGLING SCHOOL OF ART AND DESIGN, INC.

By



Dr. Larry Thompson, President

Attest:



Roy McBean, Secretary