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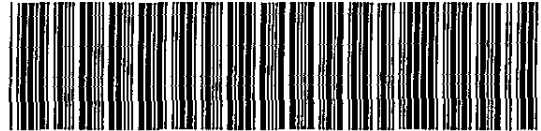
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03 MAY 12 AM 9:42
SECONDARY OF STATE
TALLAHASSEE, FLORIDA

JAMES HOULIHAN CARROLL, P.A.

ATTORNEY AT LAW
4367 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33308
POST OFFICE BOX 24250
FORT LAUDERDALE, FLORIDA 33307

TELEPHONE: (954) 267-9800
FACSIMILE: (954) 772-0011

May 9, 2003

**Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314**

Re: Thomsen Foundation, Inc.

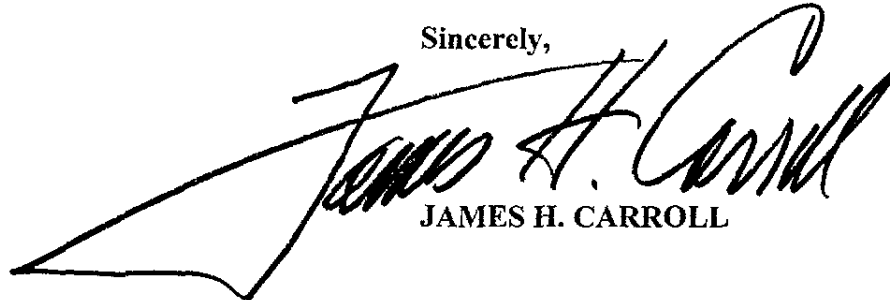
Gentlemen and Ladies:

I enclose an original Certificate of Amendment to the Articles of Incorporation of Thomsen Foundation, Inc. Together with my check made payable to the Department of State in the amount of Thirty-five (\$35.00) dollars representing the filing fee.

Kindly Amend the Articles of Incorporation of Thomsen Foundation, Inc.

Please advise me of any questions.

Sincerely,



JAMES H. CARROLL

JHC/came

Enc. (2)

cc: Mr. Carl J. Thomsen

FILED

03 MAY 12 AM 9:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

THOMSEN FOUNDATION, INC.

Pursuant to the provisions of Section 617.1006, Florida Statutes, THOMSEN FOUNDATION, INC., a Florida corporation not for profit, under its corporate seal and the hand of its President, Carl J. Thomsen and its Secretary, Frances Thomsen, hereby certifies that:

1. The Board of Directors of said corporation, at a meeting called and held on December 7, 2002 unanimously agreed to delete current Article 13 of the Articles of Incorporation of said corporation in its entirety and in its place and stead to insert the following Article 13:

ARTICLE 13. FINAL DISTRIBUTION

Notwithstanding the right of the Board of Directors to continue the Foundation for as long as the Board of Directors, in its absolute discretion, so determines, at the time when the Board of Directors decides to terminate the Foundation, then the remaining assets shall be distributed by the Board of Directors to qualified charities as selected by the Board of Directors pursuant to the terms, conditions and restrictions set forth in Article 14 of this Certificate of Incorporation.

2. The meeting called by the Board of Directors as aforesaid was called on December 7, 2002 and at said meeting said amendment to the Articles of Incorporation was duly and unanimously voted upon, all of the directors being present, having been duly notified of said meeting, pursuant to the corporation By-Laws. There were no members or members entitled to vote on the Amendment.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its President and its corporation seal to be hereunto affixed and attested to by its Secretary this 18th day of December, 2002.

THOMSEN FOUNDATION, INC., a Florida corporation not for profit

By: Carl Thomsen
CARL J. THOMSEN, President

ATTEST:

Frances Thomsen
FRANCES THOMSEN, Secretary

STATE OF FLORIDA
COUNTY OF BROWARD

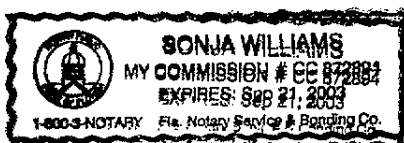
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared CARL J. THOMSEN, as President and FRANCES THOMSEN, as Secretary of THOMSEN FOUNDATION, INC., Affiants, known to me to be the persons described in and who executed the above and foregoing Certificate of Amendment as such officers for and on behalf of said corporation after having been duly authorized so to do, who acknowledged before me that the Affiants executed the same, or that I relied upon a driver's license for identification of the Affiants and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of DECEMBER, 2002.

My Commission Expires:

Sept. 21, 2003

[Signature]
Notary Public Signature



Sonja Williams
Notary Public Printed Name

