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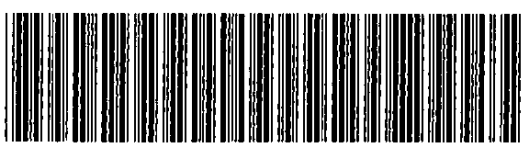
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2008 JAN 23 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: WHEELCHAIR FOUNDATION
(Name of Corporation)

DOCUMENT NUMBER: F 0000000 4539

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ELLIOT D. STEIN, CPA
(Name of Contact Person)

ELLIOT D. STEIN, CPA
(Firm/Company)

2131 HOLLYWOOD BLVD., SUITE 505
(Address)

HOLLYWOOD, FL 33020
(City/State and Zip Code)

For further information concerning this matter, please call:

ELLIOT D. STEIN, CPA at (954) 920-5300
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 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

**NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA**
(Pursuant to s. 617.1504, F.S.)

**SECTION I
(1-3 MUST BE COMPLETED)**

F00000004539
(Document Number of Corporation (If known))

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TALLAHASSEE, FLORIDA

1. WHEELCHAIR FOUNDATION
(Name of corporation as it appears on the records of the Department of State)

2. CALIFORNIA
(Incorporated under laws of)

3. AUGUST 10, 2000
(Date authorized to conduct affairs in Florida)

**SECTION II
(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? DECEMBER 10, 2007

5. GLOBAL HEALTH AND EDUCATION FOUNDATION, INC.
(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

_____ (New duration) _____ (Date)

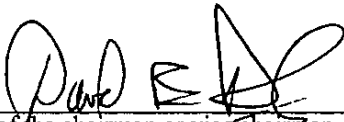
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

_____ (New jurisdiction) _____ (Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

THE FOUNDATION IS DEDICATED TO IMPROVING THE HEALTH AND WELL-BEING OF INDIVIDUALS GLOBALLY.
(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of the chairman or vice chairman of the board, president, or other officer - if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

DAVID E. BEHRING
(Typed or printed name of the person signing)

PRESIDENT
(Title of person signing)

A0670075

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 11 2007

Debra Bowen

DEBRA BOWEN
Secretary of State

A0670075

**SECOND CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF WHEELCHAIR FOUNDATION**

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

DEC 10 2007

David E. Behring and Christopher L. Rudd certify that:

1. They are the president and secretary, respectively, of Wheelchair Foundation, a California nonprofit public benefit corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

"1.


The name of this corporation is Global Health and Education Foundation."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the board of directors.

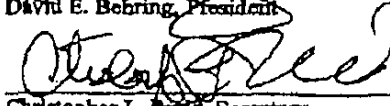
4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 10, 2007



David E. Behring, President



Christopher L. Rudd, Secretary

