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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Masters in Tax Law from
University of Florida

Wills, Trusts, Estates
Business Planning

January 31, 2001

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Secretary of State
State of Florida
Division of Corporations
Bureau of Corporate Records
409 E. Gaines Street
Tallahassee, FL 32301

Re: THE BILOUS FAMILY CHARITABLE FOUNDATION, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Amendment for a name change to be filed for the above-named Corporation. In addition, I have enclosed my check payable to the Secretary of State in the amount of \$35.00 for the filing fee.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

NC
2-9-01
PAS



Greg A. Betterton

GAB:sah
Enclosures

ARTICLES OF AMENDMENT OF

THE BILOUS FAMILY CHARITABLE FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, GREG A. BETTERTON, being a Director, of THE BILOUS FAMILY CHARITABLE FOUNDATION, INC., does hereby certify that the following Amendment to the Articles of Incorporation of THE BILOUS FAMILY CHARITABLE FOUNDATION, INC. was approved by the Directors of said Corporation on the 29th day of January, 2001, at a duly called meeting of the Directors of the Corporation. Member action was not required.

The Articles of Incorporation of THE BILOUS FAMILY CHARITABLE FOUNDATION, INC. are hereby amended as follows:

1. Article I is hereby deleted and the following is inserted in lieu thereof:

ARTICLE I

Name

The name of the Corporation shall be OREST AND LIDIA BILOUS FAMILY FOUNDATION, INC.

2. All amendments included herein were adopted pursuant to Section 607.1004, F.S., and there is no discrepancy between the Corporation's Articles of Incorporation as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.

3. This Amendment has been approved by unanimous consent of all of the Directors of the Corporation who are entitled to vote.

4. This Amendment shall be effective January 29, 2001 or upon its filing with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned do hereunto set their hands this 2nd day of February, 2001.

OREST AND LIDIA BILOUS FAMILY FOUNDATION

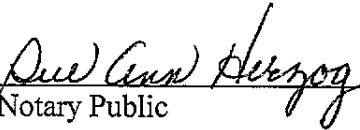
By: G. A. Betterton (SEAL)
GREG A. BETTERTON, Director

ATTEST: G. A. Betterton (SEAL)
GREG A. BETTERTON, Director

STATE OF FLORIDA)
COUNTY OF SARASOTA)

ON THIS 2nd day of February, 2001, before me Sue Ann Herzog, the undersigned notary, personally appeared GREG A. BETTERTON, known to me, or who produced _____ as identification, and who did take an oath, to be the person whose name is subscribed to the above instrument, and being informed of the contents of said instrument, acknowledged that he voluntarily executed the same for the uses and purposes herein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public

My Commission Expires:



Sue Ann Herzog
My Commission CC758269
Expires July 12, 2002

MINUTES OF SPECIAL MEETING

A special meeting of the Directors of THE BILOUS FAMILY CHARITABLE FOUNDATION, INC. was held effective the 29th day of January, 2001 for the purpose of approving a change in name for the Corporation. Three more Directors were approved to serve on the Board Effective the 29th day of January, 2001, or upon the filing of Articles of Amendment with the Secretary of State, it was resolved that the new name of the Corporation would be the OREST AND LIDIA BILOUS FAMILY FOUNDATION and that three Directors would be added to the original Board.

Formal prior notice of the meeting was waived, and in witness whereof, the Director has hereby executed these Minutes.


GREG A. BETTERTON