



THE UNITED STATES CORPORATION COMPANY

N00094

ACCOUNT NO. : 072100000032
 REFERENCE : 267069 7143749
 AUTHORIZATION :
 COST LIMIT : \$ PPD

ORDER DATE : June 8, 1999
 ORDER TIME : 2:22 PM
 ORDER NO. : 267069-005
 CUSTOMER NO: 7143749

name
Charles
Arnell
 500002898685-4
 -06/08/99--01001--010
 *****35.00 *****35.00

CUSTOMER: Charles E. Muller, Esq
 Muller & Lipson, P.A.
 Suite 1550
 9350 South Dixie Highway
 Miami, FL 33156

RECEIVED
 99 JUN -8 PM 3:12
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: SCHONINGER FAMILY FOUNDATION, INC.

FILED
 99 JUN -8 PM 5:16
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 _____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS: *AJR*
2/8/99

**ARTICLES OF AMENDMENT OF
THE ARTICLES OF INCORPORATION OF
SCHONINGER FAMILY FOUNDATION, INC.**

99 JUN -8 PM 5:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The original articles of incorporation of this corporation, Schoninger Family Foundation, Inc. (the "corporation"), were filed with the Department of State, State of Florida, on November 30, 1983. The undersigned President of the corporation has duly executed this amendment to the articles of incorporation of the corporation in accordance with Florida Statutes § 617.01201 to be filed in accordance with Florida Statutes § 617.1006. By a resolution dated as of May 25, 1999, the board of directors of the corporation by unanimous vote adopted the amendment to the articles of incorporation of the corporation set forth in these articles of amendment of the articles of incorporation. The number of votes cast by said directors for the amendment was sufficient for approval. By a resolution dated as of May 25, 1999, the amendment set forth herein was also adopted by the unanimous vote of the voting members of the corporation, and such vote was sufficient for approval.

1. Article I. of the articles of incorporation of the corporation is hereby amended to read as follows:

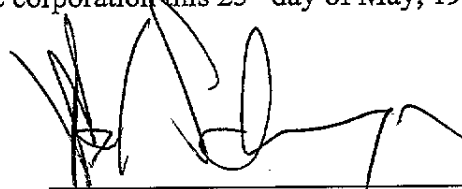
"ARTICLE I

The name of the corporation is:

Bernard Schoninger Foundation, Inc."

2. The street address of the principal office of the corporation presently is 9350 S. Dixie Highway, Suite 1550, Miami, Florida 33156. The mailing address of the corporation is the same.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed this amendment of the articles of incorporation of the corporation this 25th day of May, 1999.



Bernard Schoninger, President