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BASIC AMENDMENT

BENSE FAMILY FOUNDATION, INC.

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Amendment

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

A. The name of this Corporation is Bense Family Foundation, Inc.

B. Amendments to the Articles of Incorporation were adopted on January 27, 2005, by the Board of Directors of this Corporation pursuant to Sections 617.1001 and 617.1002, Florida Statutes (2004), to amend the provisions of Article IV regarding the Members of the Corporation and Article XI regarding Amendment of the Articles of Incorporation, so that after amendment, Articles IV and XI shall read as follows:

"ARTICLE IV - MEMBERS

The initial Member of the Corporation shall be Allan G. Bense. The qualifications of Members and the manner of their admission shall be regulated by the Bylaws."

"ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Members of the Corporation."

There are no other amendments to the Articles of Incorporation, except as stated above.

C. There were no Members entitled to vote on these amendments.

IN WITNESS WHEREOF, Bense Family Foundation, Inc. has caused these Articles of Amendment of the Articles of Incorporation to be signed in its name by its Chairman this 1st day of March, 2005.

BENSE FAMILY FOUNDATION, INC.

By: Allan G. Bense
Allan G. Bense, Chairman

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