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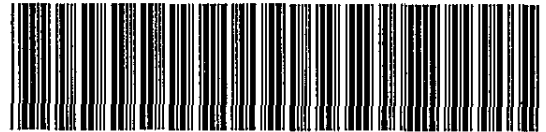
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03/04/05--01021--006 **35.00

Amendment

3/9/05

DC

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
S.E.E.D. KIDS, INC.

FILED
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Pursuant to the provisions of Section 617.1006, Fla. Stat., S.E.E.D. Kids, Inc. hereby adopts this Amendment to its Articles of Incorporation for the purposes of changing Article VII of the corporation. Such change shall be reflected as follows:

ARTICLE VII

A. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization if then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The remaining Articles shall remain unchanged.

The date of adoption of the amendment was March 3rd, 2005. The amendment was adopted by the members and the numbers of

votes cast for the amendment was sufficient for approval.

S.E.E.D. KIDS, INC.

Kristy Lee
WITNESS

David Whitfield
By: David Whitfield, President

Jim Knopf
WITNESS

State of Florida
County of Gulf

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **DAVID WHITFIELD**, personally known or who produced personally known to me as identification to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purpose herein described.

WITNESS my hand and official seal this 3rd day of March, 2005.



Kristy M. Lee
Notary Public
Commission No.
Expiration Date