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Amend.
C. Coulllette AUG 16 2005

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Worthy Endeavors, Incorporated

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WORTHY ENDEAVORS, INCORPORATED

FILED
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SECRETARY OF STATE
TALLAHASSEE FL 32399

Article VII and Article X of the articles of incorporation of **WORTHY ENDEAVORS, INCORPORATED** were amended by the corporation's board of directors on August 15, 2005. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 617.1001.

1. The name of the corporation is **WORTHY ENDEAVORS, INCORPORATED**.
2. Article VII of the articles of incorporation of **WORTHY ENDEAVORS, INCORPORATED** was amended as follows:

"The initial board of directors shall consist of five members:

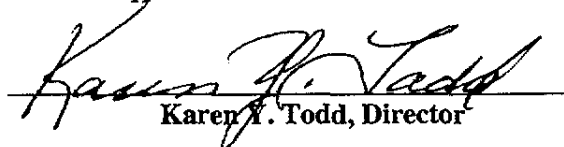
Richard W. Todd	2717 W. Cypress Creek Road, Ft. Lauderdale, FL 33309
Karen Y. Todd	2717 W. Cypress Creek Road, Ft. Lauderdale, FL 33309
Rebecca M. McDonough	190 S.E. 19 th Avenue, Pompano Beach, FL 33060
James G. Kay	6811 N.W. 21 st Avenue, Ft. Lauderdale, FL 33309
Christopher W. Hetzer	20221 N.E. 15 th Avenue, Miami, FL 33179"

3. Article X of the articles of incorporation of **WORTHY ENDEAVORS, INCORPORATED** was amended as follows:

"Upon the 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 shall be distributed to the federal government, or to a state or local government, for a public purpose."

3. The foregoing amendment to articles of incorporation was duly adopted by the board of directors on August 15, 2005. There are no members of the corporation.

In witness whereof, the undersigned Director of this corporation has executed these articles of amendment on August 15, 2005


Karen Y. Todd, Director