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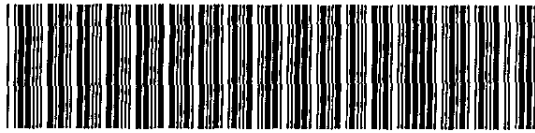
(Business Entity Name)

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06 MAR -8 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
3/8

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Making A Difference Foundation Inc

DOCUMENT NUMBER: 405A00071648

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Alfred A Sharpe
(Name of Contact Person)

Making A Difference Foundation Inc.
(Firm/ Company)

153 Bobwhite Rd
(Address)

Royal Palm Beach FL 33411
(City/ State and Zip Code)

RECEIVED
06 MAR -8 AM 8:00

For further information concerning this matter, please call:

Alfred Sharpe at (561) 351-1244
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED

06 MAR -8 PM 12:43

Making A Difference Foundation
(Name of corporation as currently filed with the Florida Dept. of State)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

405A00071648

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article 1 - That the name of this Corporation shall be

Article 2 - That the principal office shall be

Article 3 - That the purposes of this Corporation

shall be; and all other information

supplied on additional page. 1

Article 4 - That the manner of election

for directors shall be; and all

information on additional page.

Article 5 - That the number of directors

of this Corporation - Names and

addresses added for 1) Marc Sharpe 2

3)

4 Andre Sharpe

Please add all information on additional page 7

(Attach additional pages if necessary)

(continued)

ARTICLES OF INCORPORATION

of

MAKING A DIFFERENCE FOUNDATION INC.

(a Non-profit Corporation)

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned residents of the State of Florida, have voluntarily associated ourselves together for the purpose of forming a non-profit corporation under and by virtue of the laws of the State of Florida.

WE DO HEREBY CERTIFY:

I

That the name of this corporation shall be -

MAKING A DIFFERENCE FOUNDATION INC.

II

That the principal office shall be-

153 Bobwhite Rd, Royal Palm Beach FL, 33411

III

That the purposes of this corporation shall be:

(a) To establish a Foundation organized and operated exclusively for charitable purposes no earnings of which insures to the benefit of any member of the Foundation.

(b) To establish and operate for charitable purposes, in such manner that the facilities involved shall be as nearly self-sustaining as possible to assist youth and adults realize their goals with free GED classes, basic computer , learning to say no, positively contributing to their advancement and growth, and encourage them to give back to their communities through various charitable programs.

IV

That the manner of election for directors shall be:

By experience and the availability of each director to participate directly in the general operation of the foundation. It is the policy to be fair and impartial in all election processes

V

That the number of directors of this corporation, to be known as the Committee of Directors, shall be three (7), and that the names and addresses of the persons who are to act in the capacity of such directors until the selection of their successors, are as follows:

Alfred Sharpe (President) 153 Bobwhite Rd, Royal Palm Beach FL 33411

Richard Moseley (Dir of Operations) 548 N, Cypress Dr Tequesta FL 33469

Anwar Bowes (Marketing/Promotions) 150 79th CT N, Laxachatchee FL 33470

Marc Sharpe (Communications/Public Relations) 153 Bobwhite Rd, Royal Palm Beach FL 33411

Thiery Lundy (Advertising/Editor) 4950 Wedge-wood Way W.P.B. FL 33436

De-Jean Myrtil (Team Leader) 3760 Max Place Apt 206 Boynton Bch 33436

Andre Sharpe (Events Coordinator) 153 Bobwhite Rd, Royal Palm Beach FL 33411

VI

That the initial registered agent and street address shall be-

153 Bobwhite RD, Royal Palm Beach FL, 33411

VII.

That the name and address of the incorporator is:

153 Bobwhite RD, Royal Palm Beach FL, 33411

That the authorized number and qualifications of its members, the different classes of membership, if any, and the property, voting and other rights and privileges of each class of membership shall be set forth in the By-laws of the corporation, and no member of this corporation shall ever be liable to said corporation for any dues or assessments.

VIII

- (a) Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

- (b) No part of the net earnings of the organization shall be ensure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in , or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 502(c) (3) of the Internal tax code, or (b) by an organization, contribution to which are deductible under

section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(c) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 © (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 is 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 date of adoption of the amendment(s) was: February 22, 2006

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature

Alfred Sharpe

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Alfred Sharpe

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35