

To:
Subject: 000672.95219

From: Ricky Soto

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Division of Corporations

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PEDIATRIC CANCER FOUNDATION, INC.

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Amend

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
PEDIATRIC CANCER FOUNDATION, INC.**

Pursuant to the provisions of Section 617.1001 of the Florida Not For Profit Corporation Act, this Corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The name of the Corporation is:

Pediatric Cancer Foundation, Inc.

SECOND: Article IV of the Corporation's Articles of Incorporation is hereby amended in its entirety as follows:

"ARTICLE IV

MEMBERS

The Corporation shall have no members and shall be managed by the members of the Board of Directors as provided in the Bylaws of the Corporation."

THIRD: Article V of the Corporation's Articles of Incorporation is hereby amended in its entirety as follows:

"ARTICLE V

BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors in accordance with the Bylaws of the Corporation. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3)."

FOURTH: Article VII of the Corporation's Articles of Incorporation is hereby amended in its entirety as follows:

"ARTICLE VII

BYLAWS

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time."

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FIFTH: Article VIII of the Corporation's Articles of Incorporation is hereby amended in its entirety as follows:

"ARTICLE VIII

CONDUCT OF AFFAIRS

The conduct of the affairs of the Corporation shall be limited by the various provisions of the Bylaws."

SIXTH: Article XI of the Corporation's Articles of Incorporation is hereby amended in its entirety as follows:

"ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Directors of the Corporation and any such amendment shall be proposed and adopted by a vote of the Directors of the Corporation."

SEVENTH: The above amendment was approved by the Board of Directors, who comprise the existing Members of the Corporation. The number of votes cast for the amendments were sufficient for approval.

The undersigned officer of the Corporation has executed these Articles of Amendment to Articles of Incorporation on NOVEMBER 5, 2008.

ATTEST:


C. David Harper, Secretary

[CORPORATE SEAL]

PEDIATRIC CANCER FOUNDATION,
INC., a Florida not for profit corporation

By:


William Miller, President