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DAVID T. PRICE

ATTORNEY AT LAW

550 S.W. 12TH AVENUE

DEERFIELD BEACH, FLORIDA 33442

TELEPHONE (954) 421-9399

May 21, 1999

Name Change & Amend

Dean Bunch, Esq.
Sutherland, Asbill and Brennan
2282 Killearn Center Blvd.
Tallahassee, FL 32308

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*****35.00 *****35.00

Re: Articles of Amendment filing

Dear Dean,

It's been quite some time since I have had occasion to call upon you. I hope this letter finds you well and prosperous and enjoying life in the big city.

Dean, I need to have the enclosed Articles of Amendment hand delivered to the Office of The Secretary of State for filing. The Amendment needs to be of record before the end of the week of May 24.

Thanks for your help. Please send your bill and you are down this way next, please call.

99 MAY 24 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Best regards,

David T. Price

/cp

MAIL-out

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAY 24 PM 1:27

RECEIVED

FOR FILE

FILED
99 MAY 24 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
FOOD FOR THE POOR FOUNDATION, INC.

At a meeting of the Officers and Directors of FOOD FOR THE POOR FOUNDATION, INC., a Florida Corporation not for profit, said meeting having been duly noticed and attended by all of the Officers and Directors of the Corporation, and there being no members of the Corporation, the following amendment was unanimously passed and the following named Officers and Directors were unanimously elected.

The Articles of Incorporation of FOOD FOR THE POOR FOUNDATION, INC. are hereby amended to change the name of the Corporation to SERAPHIC, INC. and the Corporation shall continue as a Florida Corporation not for profit, and the remaining provisions of the Articles of Incorporation are hereby ratified.

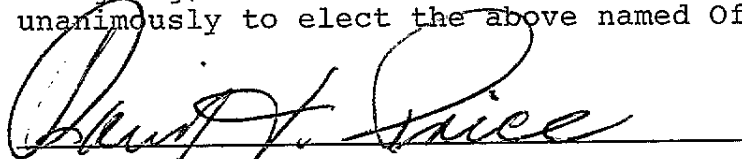
At the aforesaid meeting the following named Officers and Directors were nominated and unanimously elected:

REV. WILLIAM COLLINS, PRESIDENT and DIRECTOR
2292 Wilton Drive, Wilton Manors, FL 33305

KENNETH FONTAINE, SECRETARY and DIRECTOR
2292 Wilton Drive, Wilton Manors, FL 33305

DAVID T. PRICE, DIRECTOR
550 S.W. 12th Avenue, Deerfield Beach, FL 33442

The undersigned Director of the Corporation, hereby acknowledges that at a meeting of the Officers and Directors on May 17, 1999 the Officers and Directors voted unanimously to adopt the foregoing Amendment to the Articles of Incorporation and voted unanimously to elect the above named Officers and Directors.



DAVID T. PRICE, Director, Vice President