

GREENBERG  
ATTORNEYS AT LAW  
TRAURIG

*N 96000001862*

October 6, 1997

Department of State  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, Florida 32301

000002339500--7  
-11/05/97--01101--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**Re: Fred J. Brotherton Foundation, Inc.**

Ladies and Gentlemen:

Enclosed are an original and one copy of the Articles of Amendment for the above referenced corporation, along with a check payable to the Department of State in the amount of \$87.50, in payment of the following:

Filing Fee	\$35.00
Certified Copy	<u>\$52.50</u>
Total:	\$87.50

Please return the certified copy to the attention of the undersigned.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

*Patricia A. Cote*

Patricia A. Cote, CLA  
Legal Assistant to  
Marvin A. Kirsner

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV -5 PM 12: 10

*Amend.  
11-10-97  
CC*

**ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION  
OF FRED J. BROTHERTON FOUNDATION, INC.**

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 NOV -5 PM 12:10

Pursuant to the provisions of Sections 617.1002 of the Florida Corporations Not For Profit Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The following amendment of the Articles of Incorporation pursuant to Article IX of the Articles of Incorporation of the Corporation was adopted by unanimous written consent of the board of directors of the Corporation dated October 8, 1997, and approved unanimously by all of the members of the Corporation in accordance with Section 617.082 Florida Statutes.

Article XIII is hereby deleted in its entirety and replaced by the following:


ARTICLE XIII

DISSOLUTION

In the event of dissolution or final liquidation of the CORPORATION, the net assets, both real and personal, of the CORPORATION shall be distributed by the Board of Directors to either to: (a) one or more organizations described in Section 170(b)(1)(A) (other than in clauses (vii) and (viii)) of the Internal Revenue Code, each of which has been in existence and so described for a continuous period of at least sixty (60) months immediately preceding such distribution, or (b) to a charitable trust created by the incorporator and sole member of the CORPORATION, FRED J. BROTHERTON, if such charitable trust obtains a determination letter from the Internal Revenue Service that such charitable trust is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Such an organization or organizations shall be devoted to purposes as nearly as practicable the same as those to which the CORPORATION is devoted. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the CORPORATION is then located, exclusively for such purposes or to such organizations described in the preceding sentence, as said court shall determine.

Dated: October 8, 1997

FRED J. BROTHERTON, INC., a Florida  
corporation

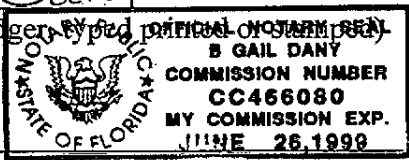
By:   
Fred J. Brotherton, President and Secretary

STATE OF Florida )  
 )  
COUNTY OF Palm Beach )

The foregoing instrument was acknowledged before me this 8 day of October, 1997, by Fred J. Brotherton, as President of Fred J. Brotherton Foundation, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me [or has produced \_\_\_\_\_ as identification].

B Gail Dany  
(SIGNATURE OF PERSON TAKING  
ACKNOWLEDGEMENT)

B Gail Dany  
(Name of acknowledger typed in full)



\_\_\_\_\_  
Title or rank (serial number, if any)