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ACCOUNT NO. : 072100000032
REFERENCE : 676175 80690A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : April 26, 2000
ORDER TIME : 11:48 AM
ORDER NO. : 676175-005
CUSTOMER NO: 80690A

800003225138--3
-04/26/00-01024-017
*****43.75 *****43.75

CUSTOMER: Alison Herman, Esq
Breier And Seif, P.a.
Suite 1125
2800 Ponce De Leon Boulevard
Coral Gables, FL 33134

DOMESTIC AMENDMENT FILING

NAME: CHAPLIN FAMILY FOUNDATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward

G. COULLIETTE APR. 27 2000

EXAMINER'S INITIALS:

FILED
00 APR 26 PM 2: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 APR 26 PM 12: 52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CHAPLIN FAMILY FOUNDATION, INC.**

FILED
00 APR 26 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statute, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

The undersigned, a Member of the CHAPLIN FAMILY FOUNDATION, INC., a Florida Not For Profit Corporation, does hereby manifest his intention that ARTICLE V and ARTICLE VIII of the Articles of Incorporation of the CHAPLIN FAMILY FOUNDATION, INC., originally filed in the office of the Secretary of State of Florida on February 6, 1997, be amended effective immediately upon the filing of this Amendment, so that ARTICLE V and ARTICLE VIII of the Articles of Incorporation shall now read and provide as follows:

**FIRST: ARTICLE V - QUALIFICATION OF MEMBERS
AND THE MANNER OF THEIR ADMISSION**

The Foundation shall have a membership distinct from the Board of Trustees. The number of Members of the Foundation shall be provided for in the Bylaws of the Foundation.

Only the Trustees of the Foundation shall qualify as Members of the Foundation. The manner in which a Member shall be admitted to the Foundation shall be set forth in the Bylaws.

SECOND: ARTICLE VIII – MANAGEMENT OF CORPORATE AFFAIRS.

- (a) Board of Trustees. The powers of this Foundation shall be exercised, its properties controlled and its affairs conducted by a Board of Trustees. The number of Trustees of the Foundation and the manner in which they are elected or appointed shall be set forth in the Bylaws duly adopted by

the Members of the Foundation.

THIRD: The date of adoption of the amendment was: April 21, 2000.

FOURTH: The Amendment was adopted by the Members and the number of votes cast for the amendment was sufficient for approval.

CHAPLIN FAMILY FOUNDATION, INC.

By: 

Harvey R. Chaplin, Secretary & Member