

N97000 003381

INTER-CITY UPBEAT, INC.
500 Michigan Place
West Palm Beach, Florida 33409
Bus # (561) 615-0328

September 13, 1997

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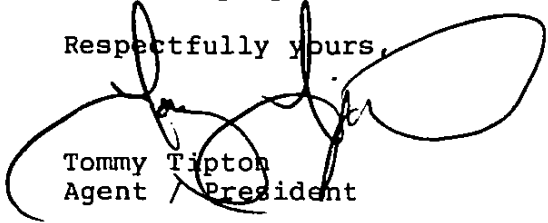
To whom it may concern,

The change to our Articles are to be in compliance with Section 501(c)(3) of the Internal Revenue Service. As a nonprofit organization we are applying for our Federal Tax Exempt Status.

The following attached Articles of Amendments was necessary to obtain the federal exempt status. I ask, if all possible, that you expedite the amendments as quickly as possible, so that we can meet the filing date of **September 23, 1997** for the Internal Revenue Service.

Inter-City Upbeat, Inc. document number is as follows: N7000003381.

Respectfully yours,



Tommy Tipton
Agent / President

Any questions please call me at (561) 615-0328 or (561) 832-8998.

FILED
97 SEP 18 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

97 SEP 18 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INIER CITY UPEENT, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE V

This corporation is to exist perpetually. In event, however, of a dissolution of the corporation, all of its assets remaining after payment of all cost and expenses of such dissolution, shall be distributed for one or more purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any assets not disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principal office of the corporation is then located, exclusively for such purposes. None of the assets shall not be distributed to any member, officer, or president of this corporation.

ARTICLE VI

OFFICERS

SECTION 2. PRESIDENT. The President shall be the principal officer of the corporation. "The President shall in general supervise and control all of the affairs of the corporation, as authorized by the Board of Directors." He/she shall, when present, preside at all meetings of the shareholders and of the Board of Directors. The President may sign, with the Executive Secretary or any other officer of the Corporation thereunto authorize by the Board of Directors, certificates for shares of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

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FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE VI

SECTION 7. ELECTION AND TERM OF OFFICE. The Board of Directors of the Corporation shall be elected at a general membership meeting to be held the first week in the month of October and serve for three years. The Board of Directors shall / composed of not less than four or more than twenty-five members of the general membership and in the event of a vacancy of the general membership committee, the President shall appoint, with the advice and consent of the Board of Directors, a member from general membership to serve out the unexpired term.

SECTION 8. REMOVAL. The Board of Directors is authorized to remove any officer or agent whenever, in its judgement, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an officer or agent shall not in itself create contract rights, and such appointment shall be terminable at will.

ARTICLE X

The Board of Directors with the assistance of the President, may enact a set of bylaws or policies for this corporation. Said bylaws or policies may set forth duties of the various officers and subofficers of this corporation; provide for their tenure in office; and otherwise provide for the conducting of the corporation's business and activities as well as that of its members, officers, agents, sub-officers and quasi-officers.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 9/05/97

FOURTH: Adoption of Amendment(s) (CHECK ONE)

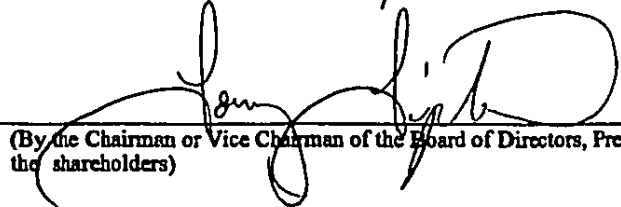
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 13th day of September, 1997

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

TOMMY TIPTON
Typed or printed name

PRESIDENT/CEO
Title