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AUTHORIZATION : *Patricia Pizote*

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CUSTOMER NO: 9081A

CUSTOMER: Adrian P. Thomas, Esq
Maclean & Ema
2600 Ne 14th Street Causeway
Pompano Beach, FL 33062

DOMESTIC AMENDMENT FILING

NAME: THE GOLDEN RULE FOUNDATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS: _____

RStart

FILED
00 JAN -3 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JAN -3 AM 8:51
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. LEWIS JAN 4 2000

FILED
00 JAN -3 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION
OF THE GOLDEN RULE FOUNDATION, INC., A NON PROFIT CORPORATION

The undersigned, Rachel Hamman, President of The Golden Rule Foundation, Inc., a non profit corporation, in accordance with Florida Statute § 617.1007, does hereby state:

1. The name of the Corporation is The Golden Rule Foundation, Inc.
2. The restatement contains an amendment to the articles which requires member approval and the information required by Florida Statute § 617.1006 .

IN WITNESS WHEREOF, I Rachel Hamman, President of The Golden Rule Foundation, Inc., a non profit corporation, certify that said Restated and Amended Articles of Incorporation were adopted on August 27, 1999 and that the number of votes cast for the amendment was sufficient for approval and that I and am authorized to sign this Certificate of Restated Articles of Incorporation of the Golden Rule Foundation, Inc., a Non Profit Corporation on behalf of the corporation and have done so this 29 day of December, 1999.


Rachel Haman, President

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE GOLDEN RULE FOUNDATION, INC.
A NON-PROFIT CORPORATION

We, the undersigned hereby make, subscribe, acknowledge, and file the following Articles of Incorporation for a corporation not for profit, pursuant to Florida Statute 617.

ARTICLE I
THE NAME OF THE CORPORATION

The name of this non-profit Corporation shall be:

THE GOLDEN RULE FOUNDATION, INC.

ARTICLE II
PRINCIPAL OFFICE AND ADDRESS

The principal office of the Corporation and its address shall be 867 Cranes Court, Suite A, Maitland, Florida 32751. The mailing address of the Corporation shall be 867 Cranes Court, Suite A, Maitland, Florida 32751.

ARTICLE III
GENERAL NATURE OF BUSINESS

The purpose for which the Corporation is organized is to provide educational and social programs and raise money that would benefit underprivileged adults and children in various communities and cities, subject to the restrictions hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV
POWERS

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE V
ASSETS AND EARNINGS

None of the assets or earnings of the corporation shall be paid or accrued for the benefit of any of its members, directors, officers, or employees, or any other private individual, whether before, upon, or after dissolution or liquidation, except as reasonable compensation for services rendered, property transferred, or as reimbursement for expenses incurred, in conducting its

affairs and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the corporation.

ARTICLE VI
DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so 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.

ARTICLE VII
MEMBERSHIP

This non-profit Corporation shall have no members.

ARTICLE VIII
EXISTENCE

This non-profit Corporation shall have perpetual existence and the corporate existence will commence on the filing of these articles by the Department of State.

ARTICLE IX
REGISTERED OFFICE AND AGENT

The name and address of the registered agent and office shall be Rachel Hamman whose address is 867 Cranes Court, Suite A, Maitland, Florida 32751.

ARTICLE X
DIRECTORS

The Business of the Corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) persons, whose method of election is set forth in the By-Laws.

ARTICLE XI
INITIAL BOARD OF DIRECTORS AND OFFICERS

The names and street addresses of the members of the initial Board of Directors and Officers of the Corporation, who shall hold office until their successors are duly elected at the first general election of officers which will be held within ten (10) days after approval of these Articles of Incorporation by the Secretary of State, State of Florida, shall be:

Rachel Hamman

867 Cranes Court
Suite A
Maitland, Florida 32751

Michael Wright

P.O. Box 70225
Fort Lauderdale, Florida 33307

Bradley Hamman

867 Cranes Court
Suite A
Maitland, Florida 32751

ARTICLE XII
BYLAWS

The By-laws of the Corporation shall be made, altered and/or rescinded by motion and majority vote of the Board of Directors of this Corporation.

ARTICLE XIII
AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation. An amendment must be adopted by the Board of Directors evidenced by a majority vote of the Board of Directors.

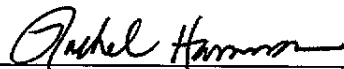
ARTICLE XIV
INCORPORATORS

The name and address of the incorporator is:

Rachel Hamman

867 Cranes Court
Suite A
Maitland, Florida 32751

IN WITNESS WHEREOF, I certify that said Restated and Amended Articles of Incorporation were adopted on August 27, 1999 and that the number of votes cast for the amendment was sufficient for approval and that I have subscribed my name this 29 day of December, 1999.




Rachel Haman, President

CONSENT TO SERVE AS REGISTERED AGENT
FOR
THE GOLDEN RULE FOUNDATION, INC.
A NON-PROFIT CORPORATION

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

IN WITNESS WHEREOF, I have subscribed my name this 29th day of December, 1999.


Rachel Haman, Registered Agent