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ACCOUNT NO. : 072100000032

REFERENCE : 331200 166357A

AUTHORIZATION *Patricia Pugh*

COST LIMIT : \$ 35.00

ORDER DATE : April 15, 1997

ORDER TIME : 11:30 AM

ORDER NO. : 331200-005

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CUSTOMER NO: 166357A

CUSTOMER: Ms. Alyson Serell
Mount Sinai Medical Center
4300 Alton Road

Miami, FL 33140

DOMESTIC AMENDMENT FILING

NAME: MSGF, INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 APR 15 PM 3:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

4/15
[Signature]
RECEIVED
97 APR 15 PM 1:55
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE FLORIDA

**ARTICLES OF AMENDMENT
TO
THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MSGF, INC.**

(A Florida Not-for-Profit Corporation)

FILED
97 APR 15 PM 3:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned President, for the purpose of amending the Amended and Restated Articles of Incorporation of MSGF, Inc. , a Florida not-for-profit corporation (the "Corporation"), hereby certifies pursuant to Section 617.1007 of the Florida Not-For-Profit Corporation Act that:

1. The name of the Corporation is MSGF, Inc.
2. Article III, Section 1(C) and Section 2(B)(iv) of the Amended and Restated Articles of Incorporation of the Corporation are amended in their entirety to read as follows:

ARTICLE III. PURPOSES AND POWERS

Section 1. Purposes

- (C). The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational 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.

Section 2. Powers

- (B) (iv). 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 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 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.

3. The foregoing amendments were adopted by the sole Member of the Corporation by Written Consent dated as of April 14, 1997 and the number of votes cast for the foregoing amendments was sufficient for approval.



Earl Pertnoy, President

Prepared By: Alyson R. Serell, Esq.
Florida Bar No. 0897050
4300 Alton Road
Miami Beach, Florida 33140