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July 3, 1997

VIA FEDERAL EXPRESS

Florida Secretary of State
409 East Gaines
Tallahassee, FL 32399
UCC Division

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-07/07/97--01103--001

***\$35.00 ***\$35.00

Re: African Heritage Wax Museum, Inc.

Dear Sir/Madam:

Enclosed for filing are the Articles of Amendment to Articles of Incorporation for the above-referenced corporation, together with our firm's check in the amount of \$35.00 for the filing fee. Please return the enclosed copy of the Amendment stamped "Filed".

If you have any questions please feel free contact me.

Sincerely,

Amy W. Recchio
Legal Assistant

Amy Recchio

AWR/awr
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

OF

AFRICAN HERITAGE WAX MUSEUM, INC.

Pursuant to Section 617.1006 of the Florida Statutes, AFRICAN HERITAGE WAX MUSEUM, INC., a not for profit corporation organized and existing under and by virtue of the laws of the State of Florida (the "Corporation"), does hereby certify:

Name. The name of the Corporation is **African Heritage Wax Museum, Inc.**

Amendments Adopted. The amendments adopted provide for the Corporation to change its powers and purpose article and change the names of the Corporation's directors on record with the Florida Secretary of State.

Text of Amendments. Article III is hereby amended by deleting such Article III and substituting the following new Article III which reads as follows:

ARTICLE III

POWERS AND PURPOSES

(a) **Powers.** The Corporation shall have all of the powers granted to corporations not for profit organized under the Act.

(b) **Purposes.** The Corporation is organized for the primary purpose to promote intercultural awareness and understanding about African history from an African perspective.

(c) **Not for Profit Status.** The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or any corresponding sections of any prior or future federal tax code (the "Code").

Article VII is hereby amended by deleting such Article VII and substituting the following new Article VII which reads as follows:

The Corporation shall have three (3) directors. The number of directors constituting the Board and the manner in which directors are elected or appointed shall

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be as provided in the Bylaws of the Corporation; provided, however, that there shall never be less than three (3) directors. The names and addresses of the Board of Directors who shall serve until their successors are duly appointed or elected are as follows:

Name

Address

Nana Yaa Frimpong

2714 West North "A" Street
Tampa, Florida 33609

Ijala Risbrook

1565 Country Court
Apopka, Florida 32703

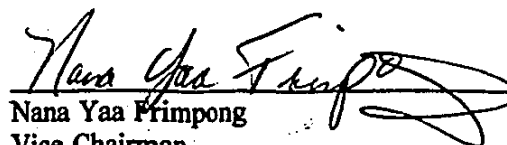
Scott Nicolow

1017 South Maple
Tempe, Arizona 85281

Adoption of Amendments. The foregoing amendments were approved and adopted by unanimous written consent of the Board of Directors on June 30, 1997. The Corporation does not have any members and therefore member approval is not required.

Effective Date. The effective date of the amendments herein certified shall be the date of filing these Articles of Amendment to Articles of Incorporation with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned Vice Chairman of the Corporation has executed these Articles of Amendment to Articles of Incorporation as of the 3rd day of July, 1997.


Nana Yaa Frimpong
Vice Chairman

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