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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: THE MATHEW FORBES ROMER FOUNDATION, INC.

AUDIT NUMBER.....H98000016932

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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Amendment
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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1998

THE MATHEW FORBES ROMER FOUNDATION, INC.
19520 PRESERVE DRIVE
BOCA RATON, FL 33498

SUBJECT: THE MATHEW FORBES ROMER FOUNDATION, INC.
REF: N98000003296

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000016932
Letter Number: 098A00046163

H980000 016932

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE MATHEW FORBES ROMER FOUNDATION, INC.,
a Florida nonprofit Corporation

Pursuant to Section 617.1001, Florida Statutes, the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

1. The Articles of Incorporation are hereby amended to add Article XVI, as follows:

XVI - DISSOLUTION OF CORPORATE EXISTENCE

On dissolution, assets of this Corporation remaining after the payment or discharge of all liabilities of the Corporation; the return, transfer or conveyances of assets held on conditions requiring the same; and the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, eleemosynary, benevolent, educational or similar purposes shall be distributed to an organization or organizations organized and operated exclusively for charitable, educational or scientific purposes, as shall be at the time qualify as an exempt organization or organizations under Sec. 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

2. The foregoing Amendment was adopted on September 9, 1998.
3. The number of votes cast for the Amendment by the Voting Members was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Articles of Incorporation this 11th day of September, 1998.

Prepared by:

Jay R. Beskin, Esquire
Fromberg, Fromberg, Brecker, Slatoff,
Beskin, Kornik & Shienvold, P.A.
20801 Biscayne Boulevard, Suite 505
Aventura, Florida 33180
Telephone: (305) 933-2000
Florida Bar No. 930301


KEVIN ROMER, President

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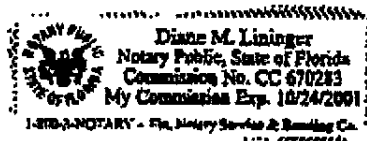
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STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 11 day of September, 1998, by KEVIN ROMER, President of THE MATHEW FORBES ROMER FOUNDATION, INC., a Florida nonprofit corporation, on behalf of the corporation.

Diane M. Lininger
Signature of Acknowledger
Name typed, printed or stamped:
Title: Notary Public, State of Florida
Commission No. 670283
Commission Expires: 10-24-01

Prepared by:
Jay R. Beskin, Esquire
Florida Bar No. 930301
Fromberg, Fromberg, Brecker, Slatoff,
Beskin, Kornik & Shienvold, P.A.
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