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BASIC AMENDMENT

THE ANDY RUENES FOUNDATION, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 28, 2001

THE ANDY RUENES FOUNDATION, INC.
3568 WEST 72 STREET
HIALEAH, FL 33018

SUBJECT: THE ANDY RUENES FOUNDATION, INC.
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Darlene Connell
Corporate Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

THE ANDY RUENES FOUNDATION, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

First: Amendment adopted: Article III Being amended as follows: (added)

AMENDMENT 1

The Andy Ruenes Foundation, Inc. is organized exclusively for charitable purposes. It's purpose is to receive contributions and pay them over to organizations that are described in section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Second: Amendment adopted: Article IV being amended as follows: (added)

AMENDMENT 2

No part of the net earnings of the corporation shall inure to the benefit, of or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article three above. No substantial part of the activities of the corporation shall be the carrying of propaganda, or other wise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributions of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section

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170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

If reference to federal law in articles of incorporation imposes a limitation that is invalid in Florida, then notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

THIRD: Amendment adopted: Article VII being amended as follows: (added)

AMENDMENT 3

In addition to the initial board of directors, the following directors are added:

Eric D. Ruenes,
Director
3568 West 72nd Street
Hialeah, FL. 33018
Son of Founder, Gladys Ruenes

Pedro M. Gutierrez
Director
3921 NW 58th Ct.
Virginia Gardens, FL. 33166

Adriana Gutierrez
Director
3921 NW 58th Ct.
Virginia Gardens, FL. 33166

Dolores Gonzalez
Director
2331 SW 82nd Place
Miami, FL. 33155

Clara Perez
Director
1056 Hunting Lodge Drive
Miami Springs, FL. 33166

Third: The date of the adoption of these amendments is March 27, 2001

Fourth: Adoption of amendment: There were no members entitled to vote on the amendments. The amendments were adopted by the Board of Directors.

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Corporation Name: The Andy Ruenes Foundation, Inc.

Gladys Ruenes
Signature

Mrs. Gladys Ruenes

President & Director 3/28/01
Title Date

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