N03000006621

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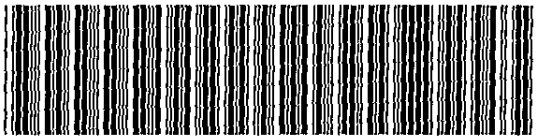
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ARN Foundation, Inc.
1371 Kass Circle
Spring Hill, FL 34606
(352) 597-5804

September 8, 2003

Amendment Section
Florida Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

I am enclosing Articles of Amendment to Articles of Incorporation of ARN Foundation, Inc., Florida document number N02000006621. I have enclosed payment for filing the amendment plus a certified copy. If you have any questions you may reach me at the phone number listed above.

Sincerely,

Tim Robinson, CPA

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
ARN FOUNDATION, INC.
Florida document number N02000006621

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

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FILED
TALLAHASSEE, FLORIDA

First: Amendments adopted:

Amendment to Article III:
This corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Addition of Article VII:
The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Name	Address
Alan R. Nason	12369 Coronado Dr., Spring Hill, FL 34609
Jeanne L. Stoney	12369 Coronado Dr., Spring Hill, FL 34609

Addition of Article VIII:
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 III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution 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 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Addition of Article IX:
The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding section of any future federal tax code. The corporation will not engage in any act of self-dealing as defined in section

4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code. The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Addition of Article X:
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, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which 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.

SECOND: The date of adoption of the amendments was September 3, 2003

THIRD: As the Corporation has no members, the amendments were adopted by the board of directors.

Alan R. Nason — 9/5/03

Alan R. Nason
President, ARN Foundation, Inc.

Date