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August 14, 2001

Cover Sheet

TO:

Amendment Section
Division of Corporations
Box 6327
Tallahassee, fl 32314

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Dear Folks:

Enclosed please find our amendments to the charter of the Gold Coast Railroad Museum, Inc.

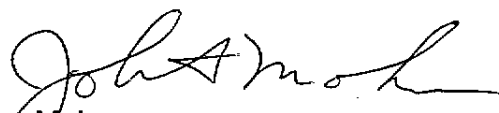
Also enclosed is our check to cover the filing costs in the amount of \$35.00.

Should you need to reach us, please call 305.253.8000 and ask for Joanne. An alternate would be 305.586.9484 ask for John.

Our return address is -

GOLD COAST RAILROAD MUSEUM, INC.
12450 SW 152 STREET
MIAMI, FL 33177

Thanking you in advance for all your assistance.


John McLean

Amend

FILED
01 AUG 20 AM 10:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

S. PAYNE AUG 24 2001

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
GOLD COAST RAILROAD MUSEUM, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Amendments adopted:

Article III shall be amended to read:

The membership classes and all dues and membership fees shall be as provided for in the Gold Coast Railroad Museum, Inc. Bylaws.

Article IV shall be amended to read:

The officers and Board of Directors of the Gold Coast Railroad Museum Inc. shall be as provided for in the Bylaws.

SECOND: The date of adoption of the amendments was: July 8, 2001.

THIRD: Adoption of the amendments

Pursuant to the Bylaws, there were not enough members in attendance at the Annual meeting held on June 9, 2001 to vote on the above amendments, thus under the terms of the Bylaws, the Board of Directors voted and adopted these amendments at their regular meeting held on July 8, 2001.



Signature of President

ALAN DEEMS

President

August 14, 2001