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OF COUNSEL TO:
DITTMER, WOHLUST & WILKINS, P.A.

FILED
00 NOV 27 AM 9:51
TALLAHASSEE, FLORIDA
TELEPHONE (407) 647-5654
FACSIMILE (407) 647-2911

November 17, 2000

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

RE: The Martin Andersen-Gracia Andersen Foundation, Inc.
Our File No. 18610 \ 67723

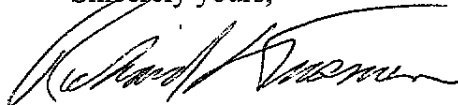
Gentlemen:

Enclosed are the original and one copy of the Certificate of Amendment to Charter of The Martin Andersen-Gracia Andersen Foundation, Inc., together with our firm's check in the amount of \$35. Please file the Certificate of Amendment and send a stamped copy to the undersigned.

Thank you.

*Amend
12-5-00
RFS*

Sincerely yours,



Richard F. Trismen

glc
Encs.

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TALLAHASSEE, FLORIDA

**Certificate of Amendment to Charter
of
The Martin Andersen-Gracia Andersen Foundation, Inc.**

Know All Men By These Presents: That We, the undersigned Thomas P. Warlow, III, President, and Richard F. Trismen, Secretary, of The Martin Andersen-Gracia Andersen Foundation, Inc., in pursuance of *Section 617.1002, Florida Statutes*, relating to the amendment of charters of corporations not for profit, do hereby certify as follows:

First

The name of the corporation is The Martin Andersen-Gracia Andersen Foundation, Inc.

Second

The Board of Directors of The Martin Andersen-Gracia Andersen Foundation, Inc. ("Foundation"), at a duly constituted meeting held on November 14, 2000, at which all Board members were present, unanimously adopted the following Resolution:

WHEREAS, the Martin Andersen-Gracia Andersen Foundation, Inc. is preparing to receive parcels of real property which the Board of Directors believes have an aggregate value substantially in excess of the limit provided for in ARTICLE X of the Foundation's Charter;

WHEREAS, the Board of Directors believes that the value of one or more of said parcels may rise substantially during the time they are owned by the Foundation;

WHEREAS, the Board of Directors believes that it may at some time and from time to time be in the best interests of the Foundation to encumber the real estate by mortgage or otherwise substantially in excess of the indebtedness restrictions contained in ARTICLE IX of the Foundation's Charter; and

WHEREAS, the Board of Directors believes that the restrictions contained in ARTICLE IX and ARTICLE X of the Foundation's Charter do not presently serve a useful purpose in the Foundation's activities and strategic plans.

NOW, THEREFORE, BE IT RESOLVED, as follows:

1. That ARTICLE IX of the Charter of The Martin Andersen-Gracia Andersen Foundation, Inc., be and it is hereby revoked and deleted;
2. That ARTICLE X of the Charter of The Martin Andersen-Gracia Andersen Foundation, Inc., be and it is hereby revoked and deleted;
3. This Resolution shall become effective upon final adoption by the Members.

Third

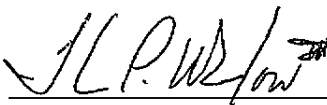
At a duly constituted meeting of the Members of The Martin Andersen-Gracia Andersen Foundation, Inc., held on November 14, 2000, at which meeting all of the Members were present, the foregoing Resolution was considered and unanimously adopted.

Fourth

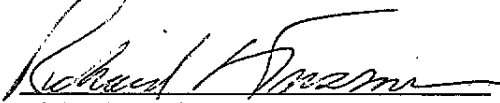
The effective date of the Charter Amendment was November 14, 2000.

DATED at Winter Park, Florida, this 14th day of November, 2000.

THE MARTIN ANDERSEN-GRACIA ANDERSEN FOUNDATION, INC.

By: 
Thomas P. Warlow, III,
President

ATTEST:


Richard F. Trismen,
Secretary

(CORPORATE SEAL)

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 14th day of November, 2000, by Thomas P. Warlow, III, as President, and Richard F. Trismen, as Secretary, of The Martin Andersen-Gracia Andersen Foundation, Inc., who are personally known to me.


Notary Public

18610\67723-11/09/00.glc



Marjorie A. Brown
My Commission CC902786
Expires March 11, 2004