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OUR FILE #

December 29, 1997

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*****87.50 *****87.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed herewith is an original and a copy of an Amendment to Restated Articles of Incorporation of PACT, Inc. It would be appreciated if you would file the original and return to this office a copy. Also enclosed is a check in the amount of \$87.50 for filing fees.

Very truly yours,



Frank C. Logan

FCL/lp
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Amend.
01-08-98
CC

AMENDMENT TO RESTATED ARTICLES OF INCORPORATION

The Articles of Incorporation of PACT, INC., a Florida not-for-profit corporation, are hereby amended as follows:

1. Article III, as set forth in the Restated Articles of Incorporation shall be revoked and substituted therefor shall be the following:

"ARTICLE III

Members

The membership of this corporation shall constitute all persons presently serving as Directors thereof, and such other persons, as from time to time hereafter, may become members in the manner provided in the corporate Bylaws."

2. All other Articles set forth in the Restated Articles of Incorporation dated October 14, 1988 are hereby ratified and confirmed.

3. The date of adoption was approved by unanimous consent of all the Directors entitled to vote on the 4th day of December, 1997.

4. This Amendment was adopted and approved by a majority vote of the members of Performing Arts Center Foundation, Inc. at a regularly called meeting ten (10) days written notice thereof

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SECRETARY OF CORPORATION
DIVISION OF CORPORATIONS
DEC 31 PM 12:40

having been given to the members of the intention to amend the Restated Articles of Incorporation at such meeting.

Dated this 4th day of December, 1997.

Attest: _____ PACT, INC.

Terry McHarg
Terry McHarg, Secretary

By: [Signature] (SEAL)
Frank C. Logan, President

(CORPORATE SEAL)

SWORN TO AND SUBSCRIBED before me this 4th day of December, 1997.

Louise Pagan
Notary Public
Print Name LOUISE PAGAN
My Commission Expires: 5/27/99

