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July 9, 1998

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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

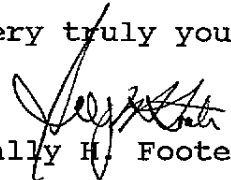
Re: Florida Blood Foundation, Inc.

Ladies and Gentlemen:

I enclose for filing the original Certificate of Fifth Amendment to Articles of Incorporation of Florida Blood Foundation, Inc., which, in part, change the name of the corporation to Florida Blood Services Foundation, Inc. I also enclose our check in the amount of \$35.00 in payment of the filing fee, together with a photocopy of the Certificate that I ask you to file stamp and return to me with your certificate evidencing the filing of this Fifth Amendment.

If you require any additional funds or have any questions concerning the filing, please call me, collect if you wish, so that I may address your concerns. We would like this Amendment to have been filed by July 14th, so, if there will be any delay, I would appreciate hearing from you immediately so that any correction can be made.

Very truly yours,


Sally H. Foote

Enclosures

FILED
98 JUL 13 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend & Name Change
MFS
7-21-98

CERTIFICATE OF FIFTH AMENDMENT TO
ARTICLES OF INCORPORATION
OF
FLORIDA BLOOD FOUNDATION, INC.

98 JUL 13 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Douglas R. Birch and Ernst A. Upmeyer, III, as President and Secretary, respectively, of FLORIDA BLOOD FOUNDATION, INC., a Florida not-for-profit corporation, pursuant to Chapter 617, Florida Statutes, do hereby certify to the following:

1. On June 23, 1998, at a special meeting of the membership, comprised of the Board of Directors and Members, duly and regularly called in accordance with the Articles of Incorporation and By-Laws of the corporation, and a quorum being present, the Board of Directors and Members adopted the following Resolution to amend the Articles of Incorporation:

"BE IT RESOLVED that the name of the corporation be changed from FLORIDA BLOOD FOUNDATION, INC., to FLORIDA BLOOD SERVICES FOUNDATION, INC., and ARTICLE I - CORPORATE NAME be amended accordingly."

"BE IT RESOLVED that the provisions of ARTICLE II - PURPOSES be deleted in their entirety and replaced with the following:

The general nature of the objects and purposes of this Corporation shall be:

To accept, hold, invest, reinvest, and administer any gifts, bequests, devises, benefits of trusts (and be authorized to act as trustee where allowed by law) and property of any sort, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof for the use and benefit of Florida Blood Services, Inc., a Florida non-profit corporation, and for the general promotion of good blood and tissue banking practices by it and those associated with it and for education of its employees or persons related to said blood bank or, if Florida Blood Services, Inc., is no longer in existence, for other organizations duly organized to operate for medical, scientific or educational purposes and duly qualified as exempt from Federal income taxes under section 501(c)(3) Internal Revenue Code of 1954 as amended, and provided such organizations are operating or providing benefits within the geographic area served by the Florida Blood Services, Inc., a Florida non-profit corporation, or its successors."

"BE IT RESOLVED that ARTICLE III - MEMBERS be deleted in its entirety."

"BE IT RESOLVED that Section 2 of ARTICLE VII - BOARD OF DIRECTORS be deleted in its entirety, and Section 3 be renumbered Section 2 and Section 4 be renumbered Section 3."

"BE IT RESOLVED that Section 2 of ARTICLE VIII - BY-LAWS be deleted in its entirety and be replaced with the following:

Section 2. Upon proper notice the By-Laws may be amended, altered or rescinded as provided in the By-Laws at any regular meeting or any special meeting of the Board of Directors called for that purpose.

"BE IT RESOLVED that ARTICLE IX - AMENDMENTS be deleted

in its entirety and be replaced with the following:

These Articles of Incorporation may be amended at a special meeting of the Board of Directors called for that purpose by a majority vote of the directors then in office.

"BE IT RESOLVED that ARTICLE XI be deleted in its entirety and be replaced with the following:

ARTICLE XI - DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to Florida Blood Services, Inc., or in the event Florida Blood Services, Inc. is no longer in existence, to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or trustee of this Corporation.

2. All these changes in the Articles of Incorporation shall be effective immediately upon the filing of this Fifth Amendment with the Florida Department of State.

3. The Resolution was duly adopted in accordance with Florida law and the Articles of Incorporation and By-Laws of Florida Blood Foundation, Inc., in a vote of those present which constituted a number in excess of fifty-one percent (51%) of the membership.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals in their above-described capacities this 23rd day of June, 1998.

Douglas R. Birch
DOUGLAS R. BIRCH, President
Ernst A. Upmeyer, III
ERNST A. UPMEYER, III, Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23rd day of June, 1998, by Douglas R. Birch, as President of FLORIDA BLOOD FOUNDATION, INC., a Florida non-profit corporation.

Signature: *Sally H. Foote*
Print Name: SALLY H. FOOTE
NOTARY PUBLIC - State of Florida
Serial No. (if any) _____
My Commission Expires: _____



Personally Known OR Produced Identification _____
Type of Identification Produced _____

**CERTIFICATE OF FIFTH AMENDMENT
TO ARTICLES OF INCORPORATION OF
FLORIDA BLOOD FOUNDATION, INC.
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STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23rd day
of June, 1998, by Ernst A. Upmeyer, III, as Secretary of FLORIDA BLOOD
FOUNDATION, INC.

Signature: *Sally H. Foote*
Print Name: SALLY N. FOSTE
NOTARY PUBLIC - State of Florida
Serial No. (if any) _____
My Commission Expires: _____

Personally Known OR Produced Identification _____
Type of Identification Produced _____

