

F98000000669

TRANSMITTAL LETTER

TO: Qualification/Registration Section
Division of Corporations

SUBJECT: First Amendment Corp.
(Name of Corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conducts its affairs in Florida.

Please return all correspondence concerning this matter to the following:

FLO ROSE
(Name of Person)

First Amendment
(Firm/Company)

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953 E. Sahara Ave
(Address)

LAS VEGAS, NV. 89104
(City, State and Zip Code)

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For further information concerning this matter, please call:

FLO ROSE at (407) 876 - 2339
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF
TALLAHASSEE
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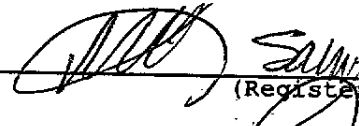
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. First Amendment Corp.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Nevada, Carson City
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. 11/5/97
(Date of Incorporation)
"perpetual"
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)
7. PO BOX 680648 Orlando FL 32868
(Current mailing address)
8. Establishing and maintaining and funding humanitarian interests national and worldwide
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Roberta Sanchez
(Name)
8929 Chritonwood Circle
(Office address)
Orlando, Florida, 32819
(city) (zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or Directors: (Street address only- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Roberta Sanchez

Address: 8929 Chriton Wood Cir.
Orlando FL 32819

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Lonnie Divine

Address: Building 9-B suite 67 953 E Sahara Ave.
Las Vegas NV. 89104

Vice President: Yvonne R. Divine

Address: same as President.

Secretary: Flo Rose

Address: 8929 Chriton Wood Cir Orlando FL 32819

Treasurer: Flo Rose

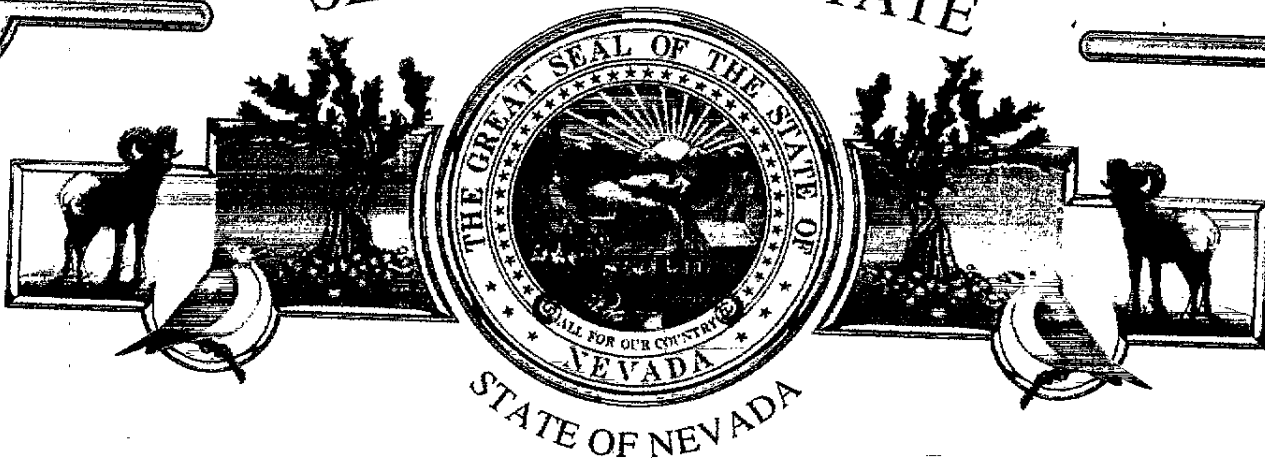
Address: same

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature] Roberta Sanchez
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **FIRST AMENDMENT** did on **November 5, 1997** file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on **November 5, 1997**.



Dean Heller

Secretary of State

By

Kari Rhodes

Certification Clerk

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

NOV 05 1997

No. 24475-97
Dean Heller

DEAN HELLER, SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

FIRST AMENDMENT

ARTICLE I - NAME

The name of this corporation is FIRST AMENDMENT

ARTICLE II - DURATION

The corporation shall exist perpetually commencing on the date these ARTICLES are file with the Secretary of State.

ARTICLE III - PURPOSE

The corporation is organized under NRS Chapter 82, et seq., Nevada Statutes, as a corporation not-for profit. This establishing, maintaining and funding humanitarian interests national and worldwide. In connection with this purpose the corporation will:

- (1) Provide support and state AIDS PREVENTION programs;
 - (a) supply and disseminate literature-film-lectures.
- (2) Provide support and start ANTI-DRUG programs;
 - (a) supply and disseminate literature-film-lectures.
- (3) Provide support and establish RESEARCH CENTERS to study long term effects and eventual elimination of worldwide food and health problems to the end that no human being of any race-color-creed ever starve or not receive adequate medical and health aid;
- (4) Provide needed funding to existing and new charities:
 - (a) support and start FOOD and HUNGER AID programs,
 - (b) support and start MEDICAL AID programs,
 - (c) support and start HOUSING and SHELTER programs,
 - (d) support and start EDUCATIONAL and VOCATIONAL programs,
 - (e) support and start RELIGIOUS and MISSIONARY programs.
- (5) This corporation is organized for conducting any and all business activities, legally permitted under the laws of the UNITED STATES OF AMERICAN and the STATE OF NEVADA as a non-profit organization.

ARTICLE IV - MEMBERSHIP

This corporation shall not be authorized to issue shares of capital stock, but it shall be organized on a membership basis. The qualification and manner of admission of members of the corporation shall be as set forth in the By-Laws of the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation shall be:

Building 9-B, Suite 67
953 E. Sahara Avenue
Las Vegas, NV 89104

The name of the initial registered agent of this corporation at this address shall be:

L.R. DIVINE

ARTICLE VI - INITIAL BOARD OF TRUSTEES

The corporation shall be managed by a Board of Trustees. The number of trustees may either be increased or diminished from time to time by the By-Laws but shall never be less than two (2).

The name and address of the initial Trustees of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lonnie R. Divine	Building 9-B, Suite 67 953 E. Sahara Avenue Las Vegas, NV 89104
Yvonne R. Divine	Building 9-B, Suite 67 953 E. Sahara Avenue Las Vegas, NV 89104
Flore J. Roos	Reg Box 692709 Orlando

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
L.R. DIVINE	Building 9-B, Suite 67 953 E. Sahara Avenue Las Vegas, NV 89104

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in two or more members of the Board of Trustees.

ARTICLE X - PROHIBITED ACTIVITIES

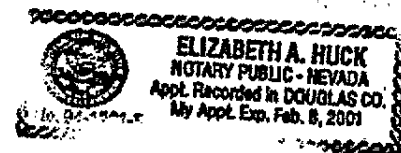
If this corporation should at any time be determined to be a "private foundation", as defined in Section 509 (a) of the Internal Revenue Code of 1991, including corresponding provisions of any subsequent federal tax laws, then all of the restrictions and requirements imposed by Nevada Statutes, Chapter 82, et seq. on a "private foundation" shall apply to this corporation as if fully set forth in these Articles.

DAK WINE
Incorporator

STATE OF NEVADA)
) ss.
COUNTY OF CARSON)

on October 24, 1997, personally appeared before me, a notary public, D.R. DIVINE, personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.

Notary Public



CERTIFICATE OF ACCEPTANCE
OF APPOINTMENT OF RESIDENT AGENT

IN THE MATTER OF FIRST AMENDMENT

I, L.R. DIVINE, hereby certify that on the 24TH day of
OCTOBER, 1997, I accepted the appointment as Resident
Agent of the above entitled corporation in accordance with Sec.
78.090, NRS 1957.

Furthermore, that the principal office in the State is
located at Room 67, Building, No. 9-B, 953 E. Sahara Avenue 89104,
Town of Las Vegas, County of Clark, State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand this 24TH day
of OCTOBER, 1997.

L.R. Divine

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

NOV 05 1997

No. 244-15-97
Dean Heller
DEAN HELLER, SECRETARY OF STATE