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DIVISION OF CORPORATIONS

BASIC AMENDMENT

KIDS BRIDGE, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 13, 2002

KIDS BRIDGE, INC.
P.O. BOX 244
ST. AUGUSTINE, FL 32084

SUBJECT: KIDS BRIDGE, INC.
REF: N00000000494

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Corporate Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
KIDS BRIDGE, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

Pursuant to the provisions of Sections 617.1002 and 617.1006, Florida Statutes (2001), the undersigned Florida non-profit corporation adopted the following Articles of Amendment to its Articles of Incorporation by a majority vote of the Board of Directors of Kids Bridge, Inc., on June 11, 2002. There were no members of the Corporation entitled to vote thereon.

1. Article II is hereby amended as follows:

ARTICLE II

Purpose

The Corporation is organized for any lawful purpose or purposes authorized by the not-for-profit corporation laws of the State of Florida. Further, it is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The particular emphasis of the Corporation shall be to advocate for children who have been separated from family members and to provide a safe place for meaningful visits for those children and families referred by the judicial system or other agencies.

2. The following two articles shall be added to the Articles of Incorporation as follows:

ARTICLE VII
Prohibited Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation

shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, of the corresponding section of any future federal tax code.

ARTICLE V

Distribution of Assets at Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized exclusively for such purposes.

This Amendment to the Articles of Incorporation of Kids Bridge, Inc., a Florida not-for-profit corporation, is executed this 11th day of June, 2002, by the President and

Secretary of the Corporation.

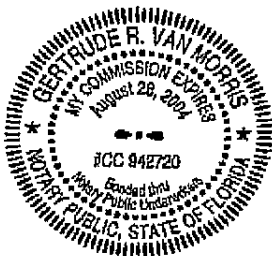
KIDS BRIDGE, INC., a Florida not-for-profit corporation

By: Deborah M Adams
Print Name: Deborah Adams
Its: President

By: Holly Strickland
Print Name: Holly Strickland
Its: Secretary

STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this 11th day of June, 2002, by Deborah M. Adams as President of Kids Bridge, Inc., a Florida not-for-profit corporation, on behalf of the corporation, who (✓) is personally known to me or () has produced Florida driver's license number _____ as identification.

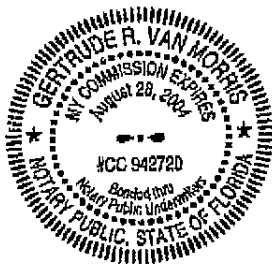


Gertrude R. Van Morris
Signature of Notary

(Name of notary, typed/printed)
Commission Number: _____
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this 11th day of June, 2002, by Holly Strickland as Secretary of Kids Bridge, Inc., a Florida not-for-profit corporation, on behalf of the corporation, who (☒) is personally known to me or (☐) has produced Florida driver's license number _____ as identification.



Gertrude R. Van Moris
Signature of Notary

(Name of notary, typed/printed)

Commission Number:

My Commission Expires: