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January 24, 2001

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

Florida Dept of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

Gentlemen:

RE: CHILDREN OF TOMORROW FOUNDATION, INC.

Enclosed are original and copy of amendment for the above corporation and check for \$35. Please forward a certified copy of the amendment to the undersigned.

Very truly yours,

S. GEORGE TRAGER, P.A.

By


S. GEORGE TRAGER

bw

Encl.

FILED
01 JAN 26 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JAN 29 2001

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
CHILDREN OF TOMORROW FOUNDATION, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby certify that a meeting held on January 18, 2001 at which more than fifty percent of the members of CHILDREN OF TOMORROW FOUNDATION, INC. were present, which was sufficient for approval, the following amendment was adopted:

The following provision shall be added to the Articles of Incorporation as Article VI:

The corporation shall operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distribution to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees officers or other private persons, except that 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 any candidate for public office.

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 of 1954 (or the corresponding provision of any future United States Internal Revenue Code law; or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation

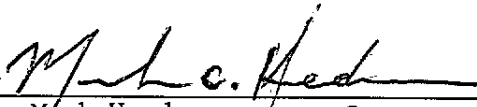
exclusively for the purpose of the corporation in such manner, or to such organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine. Any such assets 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 such court shall determine, which are organized and operated exclusively for such purposes.

The property of this corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer or member thereof, or to the benefit of any private individual.

Dated this 23rd day of January, 2001.

CHILDREN OF TOMORROW FOUNDATION, INC.

By



Mark Headman Secretary