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July 29, 2002

Office of Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: HANDS OF MERCY EVERYWHERE, INC.

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-07/30/02--01032--001
*****35.00 *****35.00

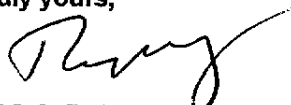
TO WHOM IT MAY CONCERN:

Enclosed is the original and one copy of Articles of Amendment and a signed original and copy of Unanimous Written Consent of Trustees of the corporation, together with our check in the amount of \$35.00 representing filing fees for the name change.

Please file the Articles of Amendment and return the acknowledgment copy of each of these documents to me at the above post office address.

Thank you for your attention to this matter.

Very truly yours,



THOMAS C. RANOW, JR.
For the Firm

TCRJR/jf

Enclosures

8/6/02
Amend
spage

02 JUL 29 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF AMENDMENT
OF
HANDS OF MERCY EVERYWHERE, INC.

FILED
02 JUL 29 PM 4: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF AMENDMENT, having been authorized by Unanimous Written Consent of Trustees of **HANDS OF MERCY EVERYWHERE, INC.**, are hereby filed and the Articles of Incorporation are amended as follows:

- (1) Article II of the Articles of Incorporation is amended and re-stated as follows: The corporation 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 corresponding section of any future federal tax code. Further, it is the desire of the corporation to assist unwed mothers in any capacity available.

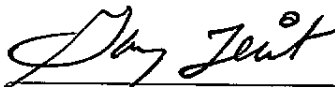
- (2) The date of this amendment is July 29, 2002.
There are no members entitled to vote.

No further amendment to the Articles of Incorporation is intended.

DATED this 29 day of July, 2002.


WILLIAM D. PEOPLES *Trustee*


MILTON L. GRAVES, JR. *Trustee*


GARY LEIST *Trustee*

UNANIMOUS WRITTEN CONSENT OF TRUSTEES
OF
HANDS OF MERCY EVERYWHERE, INC.

In accordance with Florida Statutes § 607.0704 and § 607.0821, this Unanimous Written Consent of Trustees is hereby filed in the records of the corporation and the following resolution is hereby adopted:

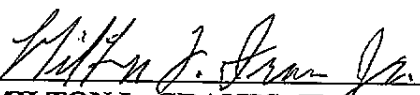
- (1) **RESOLVED** that Article II of the Articles of Incorporation is amended and re-stated as follows: The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Further, it is the desire of the corporation to assist unwed mothers in any capacity available.

No further action is taken pursuant to this Unanimous Written Consent.


DATED this 27 day of July 29, 2002.



WILLIAM D. PEOPLES, Incorporator/Trustee



MILTON L. GRAVES, JR.,
Incorporator/Trustee



GARY LEIST, Incorporator/Trustee