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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

CHILDREN IN DISTRESS, INC.

Certificate of Status	0
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Page Count	03
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Amendment

2-12-01

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FROM : 18/01/01 22:10
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16 Apr. 2000 05:16AM PS

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**ARTICLES
OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
CHILDREN IN DISTRESS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of 617.1001, 617.1002, and 617.1006 of the Florida Statutes, Children in Distress, Inc., a Florida not for profit corporation (the "Corporation") adopts the following Articles of Amendment (this "Amendment") to amend its Articles of Incorporation:

1. Name of Corporation. The name of the Corporation in Children in Distress, Inc.
2. Text of Amendment. Articles I, II and IX are deleted in their entirety and the following is substituted in their stead:

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of this Corporation shall be Children in Distress, Inc. (the "Corporation"). The Corporation's principal office shall be located at 425 E. Vine Street, Kissimmee, Florida 34744.

**ARTICLE II
PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, its regulations or the corresponding provisions of any applicable future United States internal revenue law or regulations (hereinafter the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes, including, without limitation, providing assistance to children who are in need of necessities such as food, shelter, clothing, and medical services and to support other charities dedicated to the fulfilling the needs of children, and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

The purposes of the Corporation shall be to engage in any lawful act or activity for which a not for profit corporation may be organized under the laws of Florida.

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ARTICLE IX
DISSOLUTION AND LIQUIDATION

Upon the dissolution of the Corporation, the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious, or scientific, or shall be distributed to the Federal, 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 of the county in which the principal office of the organization is then located, exclusively for such purposes.

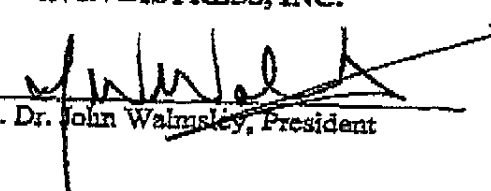
3. Date of Adoption. This Amendment was adopted effective January 19, 2001.

4. Manner of Adoption. The Corporation does not have members. Thus, this Amendment was adopted by unanimous written consent of directors. The numbers of votes cast in favor of the Amendment was sufficient for adoption.

IN WITNESS WHEREOF, the President of the Corporation has signed these Articles of Amendment on this 09 day of January, 20001.

CHILDREN IN DISTRESS, INC.

By:


Rev. Dr. John Walmsley, President