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JOSEPH J. SOROTA, JR., P.A.

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*Wills, Trusts & Estate Planning
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28100 U.S. Highway 19 North, Suite 504
Clearwater, Florida 33761-2686
Telephone (727) 796-1557
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August 31, 2000

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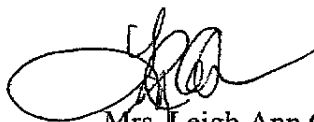
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Amendment to Articles of Incorporation - Cinderella Project, Inc.
Our ref: #DIT-01-01

Dear Sir or Madam:

Enclosed for filing with the Division of Corporations is an original of the Articles of Amendment for the above-referenced corporation, together with and a *duplicate* original to provide us with one certified copy of the same. A check payable to the Department of State in the amount of \$43.75 is enclosed for the filing fee (\$35); and the certified copy (\$8.75).

Sincerely,



Mrs. Leigh Ann Coston,
Legal Assistant

/lac
Enclosures

FILED
00 SEP 25 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
T. LEWIS SEP 26 2000

JOSEPH J. SOROTA, JR., P.A.

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September 19, 2000

Attention: Thelma Lewis, Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Amendment to Articles of Incorporation - Cinderella Project, Inc.
Our ref: #DIT-01-01
Your ref. # N00000001986

Dear Ms. Lewis:

Enclosed is a copy of your letter dated 9-14-00, together with the original of the Articles of Amendment for the above-referenced corporation, a *duplicate* original to provide us with one certified copy of the same. In compliance with a call placed to your office today, language has been added to the last paragraph on Page 2 of the amendment stating "since there are no members who are entitled to vote." Please proceed with the filing of these articles of amendment.

Sincerely,



Mrs. Leigh Ann Coston,
Legal Assistant

/lac
Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 14, 2000

LEIGH ANN COSTON, LEGAL ASSISTANT
JOSEPH J. SOROTA, JR., P.A.
28100 U.S. HIGHWAY 19 NORTH, SUITE 504
CLEARWATER, FL 33761-2686

SUBJECT: CINDERELLA PROJECT, INC.
Ref. Number: N00000001986

We have received your document for CINDERELLA PROJECT, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must state that there are no members or members entitled to vote.

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

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 600A00048630

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CINDERELLA PROJECT, INC.
A Florida Not-For-Profit Corporation**

00 SEP 25 AM 11:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV (LIMITATIONS ON ACTIVITIES) of the Articles of Incorporation of CINDERELLA PROJECT, INC., shall be amended and restated in its entirety so as to read as follows:

“ARTICLE IV - LIMITATIONS ON ACTIVITIES

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, a family member or employee of any Member, a Director or officer of the Corporation or any other private individual affiliated with the Corporation, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. No Member, Director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not-for-profit corporation described in Section 501(c)(3) of the Code and specified in section 3 below. No 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

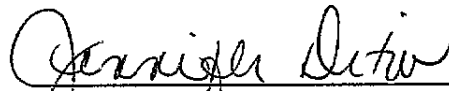
Section 2. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170 of the Code.

Section 3. Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively for such purposes as shall at the time qualify as an organization exempt from taxation under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine."

All other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Board of Directors by written action without a meeting on the 25th day of August, 2000, since there are no members who are entitled to vote.

CINDERELLA PROJECT, INC.



By: Jennifer Ditro, President

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