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BASIC AMENDMENT

KREWE OF MASSALINA, INC.

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Amendment
12/5/01 Dr

FAX AUDIT # H010001190361

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
KREWE OF MASSALINA, INC.
A Florida Not-for-Profit Corporation

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Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendments to its articles of incorporation.

FIRST, Article III, Purposes is amended to include the following language: "The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code."

SECOND, Article XIII, Dissolution is added, to wit: "Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all 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 organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of 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 and operated exclusively for such purposes."

THIRD, The date of adoption of the amendments was December 3, 2001.

FOURTH, The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

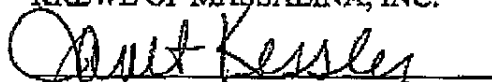
Franklin R. Harrison
Florida Bar # 142350
Harrison, Sale, McCloy, Thompson &
Harrison
P.O. Box 1579
Panama City, Florida 32402
(850) 769-3434
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In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.


IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Amendment to Articles of Incorporation under the laws of the State of Florida, this 5th day of December, 2001.

KREWE OF MASSALINA, INC.


By: Janet Kessler
Title: Secretary

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 5th day of December, 2001, by Janet Kessler, Secretary of Krewe of Massalina, Inc., a Florida not-for-profit corporation, who is personally known to me and who did not take an oath.


Notary Public - State of

Florida



Diane E. Reed
MY COMMISSION # CC941391 EXPIRES
June 27, 2004
BONDED THRU TROY EAM INSURANCE, INC.

Franklin R. Harrison
Florida Bar # 142350
Harrison, Sale, McCloy, Thompson &
Harrison
P.O. Box 1579
Panama City, Florida 32402
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