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BASIC AMENDMENT

TAKE NOTE BOOSTERS INC.

Certificate of Status	1
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Page Count	01
Estimated Charge	\$52.50

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FLORIDA DEPARTMENT OF STATE Ken Detzner Secretary of State

January 21, 2003

TAKE NOTE BOOSTERS INC. C/O TRAFALGAR MIDDLE SCHOOL 2120 TRAFALGAR PKW CAPE CORAL, FL 33991

SUBJECT: TAKE NOTE BOOSTERS INC.

REF: N00000007706

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6939.

Jennifer Sindt FAX Aud. #: H03000019498 EDP Quality Control/Sch. Specialist Letter Number: 603A00002015

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF TAKE NOTE BOOSTERS INC.

Take Note Boosters Inc., a Florida corporation, (the "Corporation") organized and existing under the laws of the State of Florida, hereby certifies as follows:

Pursuant to the unanimous written action of the Directors of the Corporation, in lieu of a special meeting, the following resolution was adopted on the day of December 2002, amending the Articles of Incorporation: There are no members or members entitled to vote.

RESOLVED, that the Articles of Amendment of the Articles of Incorporation filed with the Secretary of State of the State of Florida be amended as hereinafter set forth:

ARTICLE III - PI RPOSE

The specific purpose for which this Not for Profit Corporation is organized is as follows:

The Take Note Boosters Inc., has been formed by the parents of the student membership of Take Note Boosters Club located at the Trafalgar Middle School for the specific purpose of coordinating and administrating fund raising and other efforts of the student membership for the purpose of used to subsidize expenditures in conjunction with student trips resulting from invitations present to them for the purpose of representing their school at various events held both locally and throughout the United States. This corporation which has been formed by the parents of the students will hold the Officer and Board of Director positions and take an active part in the coordination of all events and efforts student members participate in during the school year.

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.

WHEREUPON, at Fort Myers, Florida this ______ day of December 2002, the Corporation hereby certifies accordingly, under its corporate seal and the hands of its President so that, on the filing hereof, the Articles of Incorporation shall be deemed amended accordingly.

Take Note Boosters, Inc.

Maribeth Johnson, Director

Jan Morris, Director

Cindy Gordon, Director

Maribeth Boosters, Inc.

June 100 Mc Success

June 100 Mc Bride, Director

June 100 Mc Bride, Director

Susan Turner, Director

Valerie Downey, Director