N01000001414

Faces Of Our Future, Ic. 701 Painted Bunting Lane Vero Beach, FL 32963 (561) 234-5663 Nancy Sapey, Director



August 11, 2001

Amendment Section State of Florida Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Dear Sir:

Enclosed please find a amendment to the Articles of Incorporation of Faces Of Our Future, Inc.

Enclosed please find a check for \$43.75 to cover the filing fee and a certified copy. Please mail the certified copy to the address above.

Thank you for your cosideration.

Sincerely,

Nancy Sapey

Amend.

ARTICLES OF AMENDMENT

to

OIVISION OF CORPORATIONS OI AUG 16 PM 2: 25

ARTICLES OF INCORPORATION

of

| ****** | Faces of Our Future (present name) | v, Inc. |
|--------------------|--|---|
| | (present name) | |
| ursuani onprofi | t to the provisions of section 617.1006, Florida t corporation adopts the following articles of a | Statutes, the undersigned Florida mendment to its articles of incorporation. |
| | Amendment(s) adopted: (INDICATE ARTICLE) | |
| Arti | cle VIII added. e Attached) | - |
| (5ఆ | e Attached) | |
| | | |
| | | |
| | | |
| CONI | The date of adoption of the amendment(s) | was: 8/11/0/ |
| HRD: | Adoption of Amendment (CHECK ONE) | |
| | The amendment(s) was(were) adopted by to cast for the amendment was sufficient for | he members and the number of votes approval. |
| | There are no members or members entitled amendment(s) was(were) adopted by the b | to vote on the amendment. The coard of directors. |
| - | Maney Sapey Dere Signatur of Chairman, Vice Chairman, Pr | ctar and Incorporator esident or other officer |
| | Nancy Sapey Typed or printed nam Director Title | |
| | Typed or printed nam | le |
| | 7 | , . |
| | Director | 8/11/01 |

Faces Of Our Future, Inc. A Non-Profit Florida Corporation

Articles of Incorporation

Article VIII Internal Revenue Code Compliance

Said corporation is organized exclusively for charitable 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 the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officials, or other private persons, except that in the corporation be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third thereof.

No substancial 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 (including the publishing or distribution of statements) any political campaign on or behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on a) by a corporation exempt from federal income tax under section (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assests not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such an organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.