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GIBBS LAW FIRM, P.A.

Attorneys and Counselors at Law

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TALLAHASSEE, FLORIDA

April 28, 2004

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

SUBJECT: Beach Front Community Outreach, Incorporated

Dear Sirs:

Enclosed are an original and one copy of the articles of amendment and a check for \$43.75 (filing fee and certified copy).

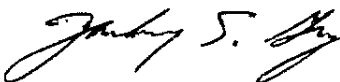
Once filed, please return the certified copy of the articles to:

Gibbs Law Firm, P. A.
5666 Seminole Boulevard
Suite 2
Seminole, FL 33772

If you have any further questions, please contact our office at (727) 399-8300.

Sincerely,

GIBBS LAW FIRM, P. A.



Zachary S. Gray

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04 MAY 17 AM 10:25
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

**Articles of Amendment
of
Beach Front Community Outreach, Incorporated**

Pursuant to the provisions of Florida Statutes sections 617.1006, the undersigned Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendments adopted:

Article III is hereby amended as follows:

The corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law), including, but not limited to, for such purposes, providing assistance to those in financial distress by providing training in AIDS prevention, basic money management skills, and first-time home purchasing; by operating food banks and clothes closets; and engaging in of any other activity not prohibited to corporations under the Florida Not For Profit Corporation Act that is in furtherance of tax exempt purposes.

Article IV is hereby amended as follows:

The method of election of directors shall be stated in the Bylaws of the corporation. The corporation shall have a minimum of three (3) directors.

Article VII is hereby added as follows:

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

Article VIII is hereby added as follows:

The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article IX is hereby added as follows:

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for 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, religious, or educational purposes as shall at the time qualify as an organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SECOND: The date of adoption of the Amendments was 5-01-04

THIRD: There are no members or members entitled to vote on the amendment. The amendments were adopted by the board of directors.

In ~~Witness Whereof~~ ^{Witness} Whereof, the undersigned, being the officers of the corporation authorized to execute these Amended Articles of Incorporation which have been adopted by the directors of the corporation, do so this _____

Robert Wilson Jr.
Robert Wilson Jr. President

Sonji Coney
Sonji Coney, Secretary