| NO | OOO | OO | S | S | CAPITAL CONNECTION, INC. | 17 E. Virginia Street, Suite 1 • Tallahassee, Florida | 32301 | 1-800-342-8062 • Fax (850) | 222-1222 | 1-800-342-8062 • Tax (850) | 222-1222 | 1-800-342

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Empowermen

800004621248--8 -10/03/01--01001--020 *****35.00 *****35.00

C. Coullistte OCT 0 3 2001	Art of Inc. File LTD Partnership File Foreign Corp. File L.C. File Fictitious Name File Trade/Service Mark Merger File X Art. of Amend. File RA Resignation Dissolution / Withdrawal Annual Report / Reinstatement Cert. Copy Photo Copy Certificate of Good Standing Certificate of Fictitious Name Corp Record Search Officer Search
C. Countere Out of Signature	Fictitious Search Fictitious Owner Search
	Vehicle Search
	Driving Record
Requested by: 10-3	UCC 1 or 3 File
Name Date Time	UCC 11 Search
	UCC 11 Retrieval
Walk-In Will Pick Up	Courier
· · · · · · · · · · · · · · · · · · ·	<u>-</u>

ARTICLE OF AMENDMENT TO ARTICLES OF INCORPORATION OF

YOUNG EMPOWERMENT SYSTEMS, INC.

N01000003982

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

FIRST:

Article III entitled Purpose is hereby amended as follows:

The purpose for which the Corporation is organized is exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to organizations under Section 501 (c) (3) under the Internal Revenue Code.

SECOND:

Article VIII entitled Powers of the Corporation is hereby added:

Section 8.1 No Members. The corporation shall not have members and shall not issue membership certificates.

Section 8.2 No Stock. The corporation shall not issue shares of stock.

Section 8.3 Nonprofit Operations. No part of the net earnings of the corporation shall enure to the benefit, or be distributable to its members, trustees, 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 Section 501 (c) (3) Purposes. No substantial 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 enter being in (including the publishing or distribution of statements) in a political campaign on behalf of or in opposition to, any candidate for public office notwithstanding any other provisions of the Articles of Incorporation, 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 501 (c) (3) of the Internal Revenue Code or (b) by a corporation contributions which are deductible under Section 170 (c) (2) of the Internal Revenue Code (a corresponding section of any future tax code).

2001 OCT -3 AM II: 08
SECRETARY OF STATE
SECRETARY OF STATE

Section 8.4 No Loans to Directors or Officers. This corporation will loan no money to any of its directors or officers.

Section 8.5 No Vested Rights. No director or officer of this corporation has any vested right, interest, or privilege of, in, or to the rights, property, assets, functions, or affairs of the corporation.

THIRD:

Article IX entitled Dissolution is hereby added:

Upon dissolution of this corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal revenue Code or any 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.

This Amendment of the Articles of Incorporation was adopted by the directors of the corporation on October 1, 2001 in the manner prescribed by the Florida Nonprofit Corporation Act and the Articles of Incorporation of the corporation. The resolution was adopted by the directors attached hereto as Exhibit A, and because there are no members, membership action was not required.

FOURTH:

The date of the adoption of the Amendments was October 3, 2001.

FIFTH:

There are no Members entitled to vote on the Amendment. The Amendments were adopted by the Board of Directors.

Young Empowerment Systems, Inc.

Susan Young, Presider

Date: 10-3-61