

NO10000004202

June 29, 2001

Amendment Section,
Division of Corporations
409 E. Gaines St
Tallahassee, FL. 32399

FILED
01 JUL -2 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: Articles of Amendment

Dear Sir or Madam:

Enclosed you will find a money order for \$ 35.00 and 2 copies of articles to amend...
Also a Airborne airbill for the return on Airborne.

Your utmost speed in processing this change would be most appreciated.

Sincerely,

Bruce C. Gough
2100 N. Ninth Ave.
Pensacola, FL. 32503
Tel. 850-429-9996

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
Of:**

A.N.S. Consulting Group, Inc

Pursuant to the provision of section 617.1006, Florida Statutes, the undersigned Florida Nonprofit corporation adopts the following articles of amendment to its Articles of Incorporation.

On June 26, 2001, came to meet the Board of Directors for the A.N.S. Consulting Group, Inc. and on such date adopted the following articles of amendment to the Articles of Incorporation. (Members are not entitled to vote on amendments).

Amendment I. The preamble to the articles of incorporation for A.N.S. Consulting group, Inc. shall be amended to read as follows:

“Articles of Incorporation of the undersigned incorporator, a citizen of the United States, for the purpose of forming a Non-Profit Corporation under the Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation.”

Amendment II. Article III of the Articles of Incorporation of A.N.S. Consulting Group, Inc. shall read as follows:

“Article III: The specific purpose for which this Corporation is organized is to provide assistance to adult and child care centers with the federal food care program. Provide education and training to the centers and assist them in providing nutritious meals to their clients. This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organization 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.”

Amendment II. Article IV of the Articles of Incorporation of A.N.S. Consulting Group, Inc. shall read as follows:

Article IV: The Board of Directors shall be elected by its members for a period of five (5) year terms. The Board of Directors shall appoint the officers of the Corporation.

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Amendment III. Following Article VII of the Articles of Incorporation of the A.N.S. Consulting Group, Inc., there shall be added an Article VIII to the Articles of Incorporation of the A.N.S. Consulting Group, Inc. that shall read as follows:

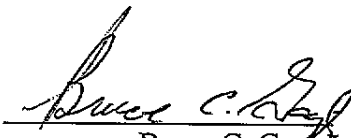
“Article VIII: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set fourth in Article III hereof. 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 intervene in (including the publishing or distribution of statements) any political campaign on 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 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(20) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, this corporation shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.”

Amendment IV. Following Article VIII of the Articles of Incorporation of the A.N.S. Consulting Group, Inc., there shall be added an Article XI which shall be added to the Articles of Incorporation of the A.N.S. Consulting Group, Inc. that shall read as follows:

“Article IX: 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 assets 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 the 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.”

In witness whereof, the President of the A.N.S. Consulting Group, Inc., has hereunto subscribed his name this 26th day of June, 2001.


Bruce C. Gough
President
A.N.S. Consulting Group