

No1000004961

Backlight Theater Group, Inc.
4665 Raggedy Point Road
Orange Park, Florida 32203
(904) 353-4765

October 19, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****43.75 *****43.75

Re: Backlight Theatre Group, Inc.
Articles of amendment

To Whom It May Concern:

Enclosed please find an original and one copy of articles of amendment to the articles of incorporation for Backlight Theatre Group, Inc., a Florida not-for-profit corporation. I also enclose a check for \$43.75 to cover the filing fee and the cost of one certified copy.

Thank you for your attention to this matter.

Sincerely,



Timothy Mann
Chairman, Board of Trustees

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BACKLIGHT THEATRE GROUP, INC.
[Document Number N01000004961]**

Pursuant to the provisions of Fla.Stat. §617.1006, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its Articles of Incorporation.

First: Article III is amended by adding the following, directly after the existing provisions of Article III:

The corporation is organized exclusively for charitable, religious, educational, and scientific 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 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, 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 forth in the purpose clause 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 any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Second: To Article VII, previously added by amendment to the articles of incorporation adopted on July 19th, 2001, there are added the following provisions:

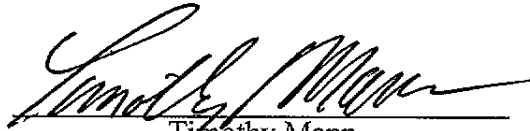
Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(C)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or

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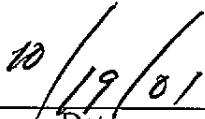
organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Third: The date of adoption of the amendments was October 19th, 2001.

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



Timothy Mann
Chairman, Board of Trustees



Date