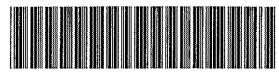
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Amend.

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LAW OFFICES DAVID WALKER, P. A.

2207 S. KANNER HWY. POST OFFICE BOX 1829 STUART , FLORIDA 34995 TEL (772) 286-8686

November 27, 2002

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

Re: Articles of Amendment to Articles of Incorporation of Faces and Voices of St.

Lucie County, Inc.

Dear Madam/Sir:

Please find enclosed Articles of Amendment regarding the above corporation. Also find enclosed check number 0216 in the amount of \$43.75 which represents the filing fee and cost for a certified copy.

If you have any questions please feel free to let me know. Otherwise, here's thanking you in advance for your assistance.

Sincerely,

DAVID WALKER, P. A.

David Walker, Esquire

For the Firm

DW:mhm

Enclosures

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

FACES AND VOICES OF ST. LUCIE COUNTY, INC.

Under the provisions of F. S. 617.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted ARTICLE XIII

FACES AND VOICES OF ST. LUCIE COUNTY, INC., is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to 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/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or any private persons, except that the corporation/organization 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/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization 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/organization shall not carry on any other activities not permitted to be carried on, (a) by a corporation/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 a corporation/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).

Upon dissolution of this corporation/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.

SECOND:

The date of the amendment's adoption: November 14, 2002

THIRD:

Adoption of Amendment:

The amendment was adopted by the board of directors. There are no members entitled to vote.

Signed on November 14, 2002

By Chair of the Board of Directors/President

Jemma Redman