

Lucy W. Fribourg, CPA, P.A.

N010000008558

Certified Public Accountant

July 8, 2002

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100006308471--8
-07/10/02--01029--001
*****47.75 *****43.75

Re: JOYWA, Inc.

Please find enclosed amended articles of incorporation for JOYWA, Inc. The original articles were filed December 5, 2001 and assigned document number N01000008558.

Also enclosed is a check for \$47.75 to cover the fees for filing and obtaining a certified copy of the amended articles.

If you need any additional information, please contact the president, Theresa Connolly, at telephone number (772) 359-2581, or mailing address P.O. Box 12088, Ft. Pierce, FL 34979.

Thank you for your assistance.

Sincerely,


Lucy W. Fribourg, CPA

FILED
02 JUL 30 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

N01000008558
*enclosure
Amend
4p8
7-30-02



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 18, 2002

LUCY FRIBOURG
51 SW FLAGLER AVE., SUITE 208
STUART, FL 34994-2147

SUBJECT: JOYWA, INC.
Ref. Number: N01000008558

We have received your document for JOYWA, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Corporate Specialist

Letter Number: 602A00044117

RECEIVED
02 JUL 29 AM 9:33
DIVISION OF CORPORATIONS

AMENDED ARTICLES OF INCORPORATION

In Compliance with Chapter 617, Florida Statutes, (Not for Profit), the undersigned Florida nonprofit corporation adopts and substitutes these Amended Articles of Incorporation for the Articles of Incorporation previously filed.

ARTICLES I

The name of the corporation shall be: **JOYWA, Inc.**

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

Principal Place of Business:
7377 High Lake Drive
Orlando, FL 32818

Mailing Address:
P.O. Box 12088
Ft. Pierce, FL 34979

ARTICLE III

The corporation is created to provide support or assistance to young people suffering from AIDS in the island of Jamaica, West Indies. In an effort to achieve those means, the corporation is authorized to carry out any legal act or business venture and shall develop methods for the distribution of such funds, services or other benefits.

Said 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 the corresponding section of any future federal tax code.

ARTICLE IV

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 Article Third hereof. No substantial part of the activities of the corporation shall be 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) and political campaign on behalf of or in opposition to any candidate for public office. 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.

ARTICLE V

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

FILED
02 JUL 30 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jurisdiction of the county in which the principal office of the corporation is then 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.

ARTICLE VI

The directors of the corporation are as listed below and are subject to change from time to time at the direction of the membership. Any vacancies on the Board of Directors shall be appointed by a majority vote of the remaining board members.

ARTICLE VII

The names, addresses and title of the directors & officers are:

Director & President
Theresa Connolly
7377 High Lake Drive
Orlando, FL 32818

Director:
Clive Hinds
Gordon Town
St. Andrew, Jamaica, West Indies

Director & Vice-President
Beatrice Thompson
7377 High Lake Drive
Orlando, FL 32818

Secretary, Vice-President & Director
Eva Roschen
4404 Gator Trace Lane
Ft. Pierce, FL 34982

Director:
Oswald Henry
Spring Village Bushy Park PO
St. Catherine, Jamaica, West Indies

Treasurer & Director
Ralph Flowers
San Diego Avenue
Ft. Pierce, FL 34982

ARTICLE VI

The name and address of the registered agent is: Beatrice Thompson
7377 High Lake Drive
Orlando, FL 32818

ARTICLE VII

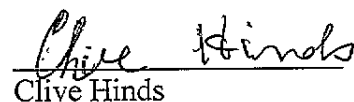
Acceptance of the above Amended Articles of Incorporation by the Board of Directors
There are no members or members entitled to vote on the amendment.

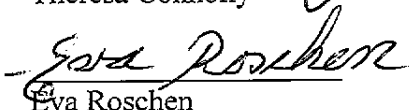
After a duly noticed and authorized meeting of a quorum of the Board of Directors the above articles of incorporation are hereby accepted, adopted and substituted for the initial Articles of Incorporation.

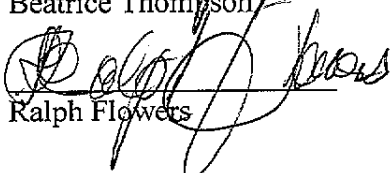
In witness whereof, we have hereunto subscribed our names this 8 day of July 2002.

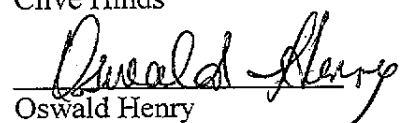

Theresa Connolly


Beatrice Thompson


Clive Hinds


Eva Roschen


Ralph Flowers


Oswald Henry