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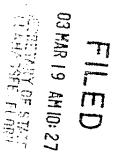
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March 12, 2003

Department Of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re: REAL FOUNDATION (Doc #: N02000000244)

Dear Department of State:

Enclosed please find the original and one (1) copy of the Articles of Amendment to Article of Incorporation of REAL FOUNDATION INC., for the purpose of filing with the Secretary of State.

Also enclosed is our check #251 in the amount of thirty five dollars and zero cents (\$35.00). We also ask that you would make the date of adoption to January 1, 2003.

Secretary

Enclosed: Original and one copy of Articles of Amendment to Articles of Incorporation.

ARTICLES OF AMENDMENT to ARTICLES OF INCORPORATION of

REAL FOUNDATION INC.

A Not For Profit Corporation

N02000000244

Document number of Corporation

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersign corporation adopts the following articles of amendment to its articles of incorporation.

I

Articles being amended:

Article 4 - Principle Office

The address of the principal office of the corporation is 5120 SW 131 Ave., Miramar, Florida 33027 and the mailing address is P.O. Box 163121, Miami, Florida 33116.

Article 5 - Officers

The officers of the corporation shall be:

President:

Fredmont Grammont, Jr.

5120 SW 131 Ave.

Miramar, Florida 33027

Vice President:

Wayne G. Martin

5120 SW 131 Ave.

Miramar, Florida 33027

Secretary:

Vivian Walters

P.O. Box 163121

Miami, Florida 33116

Treasurer:

Steve Williams

333 SW 194 Ave.

Pembroke Pines, Florida 33029

Director of

Public Relations:

Jonathon Rolle

15107 NE 6 Avenue Miami, Florida 33162

Director of

Marketing & Advertising: Rynnoin Tay White

7081 NW 16 Street Apt. B211 Plantation, Florida 33313

Director of

Communication & Education: Ron C. Martin

2087 SW 159 Avenue

Miramar, Florida 33027

Article 6 - Directors

The initial Board of Directors of the corporation shall be:

Fredmont Grammont, Jr.

Wayne G. Martin

Vivian Walters

Steve Williams

Jonathon Rolle

Rynnoin Tay White

Ron C. Martin

Article 9 - Registered Agent

The name and address of the registered agent is: Fredmont Grammont Jr., 5120 SW 131 Ave., Miramar, Florida 33027.

Article 10 - Incorporator(s)

The name and address of the incorporator is: Fredmont Grammont Jr., 5120 SW 131 Ave., Miramar, Florida 33027.

Articles being added:

Article 11 - Ammending Articles

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval by majority vote of the Board of Directors.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt for taxation under Section 501 (c) (3) of the Internal Revenue Code.

Article 12 - Amending By-Laws

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

Article 13 - Annual Meeting

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-Laws. The Board will have additional meetings whenever necessary or convenient as determined by the President or Vice President of the Board or applied for by any other two members of the Board.

Article 14 - Disposal of Assets

Upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the corporation only to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time, qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County of Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

II

The date of adoption of the amendment(s) was: January 1, 2003.		
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Adoption of	Amendment (CHECK ONE)	
•	The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.	
	There are no member or members entitled to vote on the amendment(s). The amendment(s) was(were) adopted by the board of directors. Signature of Chairman, Vice Chairman, President or other officer VIV, A. D. Walter S. Typed or printed name State Hary 3-1/-03 Title Date	