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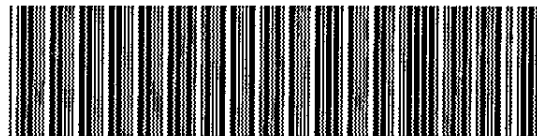
(Business Entity Name)

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Amend.

V SHEPARD NOV 13 2002

FRAZIER & FRAZIER

ATTORNEYS AT LAW

SUITE A

ISIS RIVERSIDE AVENUE

JACKSONVILLE, FLORIDA 32204

October 31, 2002

WILLIAM R. FRAZIER
W. ROBINSON FRAZIER
ROBERT K. RUSHING

TELEPHONE (904) 353-5616
FACSIMILE (904) 353-5619

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Gentlemen:

With reference to amending the Articles of Incorporation of Springfield Arts and Living, Inc., I am enclosing the following:


1. Two executed copies of Articles of Amendment to Articles of Incorporation.

2. Check payable to the Secretary of State in the total amount of \$43.75 to cover the amendment fee of \$35.00 and to obtain a certified copy of the Amended Articles of Incorporation for a fee of \$8.75.

I would greatly appreciate it if you would please affix your receiving stamp on the executed copy of the Amended Articles of Incorporation and return same to me as an acknowledgment copy.

Thank you for your attention to this matter.

Very truly yours,



Robert K. Rushing

RKR:eg
Enclosures

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
SPRINGFIELD ARTS AND LIVING, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

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Document No. N02000001592

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted: ARTICLE IX is being added and shall read as follows:

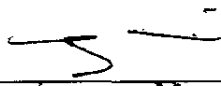
"ARTICLE IX. RESTRICTIONS

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 a corporation 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, 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: The date of adoption of the amendment was October 30, 2002.

THIRD: There are no members or members entitled to vote on the amendment, and the amendment was adopted by the board of directors.

EXECUTED by the undersigned at Jacksonville, Duval County, Florida, as of the 31st day of October, 2002.


Antonio F. Allegritti, Vice-President