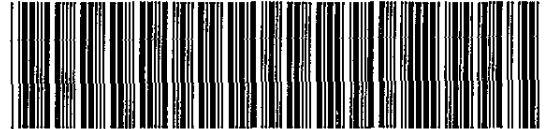


NO20000002937

Expanding Minds, Inc.
P.O. Box 40552
Jacksonville, Fl. 32203



600024420486

(Address)

(City/State/Zip/Phone #)

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11/18/03
Amend
[Signature]



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 31, 2003

Expanding Minds, Inc.
P.O. Box 40552
Jacksonville, FL 32203

SUBJECT: EXPANDING MINDS, INC.
Ref. Number: N02000002937

We have received your document for EXPANDING MINDS, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 103A00059480

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

Expanding Minds, Inc.

N02000002937

FILED
03 NOV 18 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

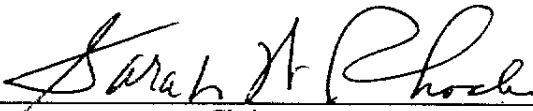
FIRST: Amendment(s) adopted: Article Number VII is being added.

- a. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, 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.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization 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 organization 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, (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.
- c. 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 the 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 organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SECOND: The date of adoption of the amendment was: 27 October 2003

THIRD: Adoption of Amendment (check one)

- The amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment was adopted by the board of directors.



Chairman
SARAH W. RHODES

Typed or printed name
Chairman

Title
11-16-03

Date