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Tom-STRAWN, MONAGHAN & COMPANY

561-278-9462

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BASIC AMENDMENT

SCM ALLIANCE, INC.

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SCM ALLIANCE, INC.

FILED
03 MAY 22 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, the following provisions of the Articles of Incorporation of SCM ALLIANCE, INC., a Florida not-for-profit corporation, ("Corporation"), filed with the Department of State on May 8, 2002, Charter Number N02000003495, was approved and adopted by Corporate Action by all the Directors and Members of this Corporation, dated May 21, 2003 as more particularly set forth herein be, and they are hereby, amended as shown below:

FIRST: Article III of the Articles of Incorporation of this Corporation is amended by deleting it in its entirety and substituting in its place the following:

Article III
Purpose

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

SECOND: A new Article XI shall be added to the Articles of Incorporation as follows:

Article XI
Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or 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 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed by the appropriate court of the jurisdiction 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.

Timothy E. Monaghan, Esq. (Florida Bar #699871)
Strawn, Monaghan & Cohen, P.A.
54 N. E. Fourth Avenue
Delray Beach, FL 33483
(561) 278-9400

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From-STRAWN MONAGHAN & COHEN

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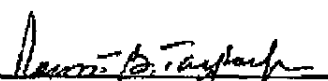
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THIRD: The date of the adoption of the amendments was May 21, 2003.

FOURTH: The amendments were adopted by unanimous vote of all the Members and Directors by a written Consent to Action signed by all the Members and Directors.

Signed this 21st day of May, 2003.

By: 
Robert B. Taylor, Jr.,
President

May 20, 2003

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