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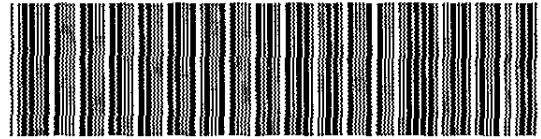
(Business Entity Name)

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02 DEC 26 AM 10:54
CLERK OF STATE
TALLAHASSEE, FLORIDA

PS 1/8/03
[Signature]

PROJECT BELARUS, INC.
2001 N.E. 38TH STREET #2
LIGHTHOUSE POINT, FLORIDA 33064

TEL: 954-788-0758

FAX: 954-746-7690

Date: 12-14-02

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
(850) 487-6052

RE: ARTICLES OF AMENDMENT, PROJECT BELARUS, INC.,

Dear Sirs/Madam:

Enclosed are (2) two originals of the Articles of Amendment of PROJECT BELARUS, INC. . For filling purposes pursuant to the provisions of section 617.1006, Florida Statutes.

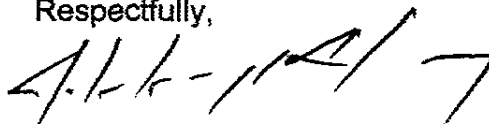
Please send a stamped copy of the Articles of Amendment to

Jeffrey R. Henry
PROJECT BELARUS, INC.
2001 N.E. 38th Street #2
Lighthouse Point, Florida 33064

Also enclosed is a check for \$ 35.00 to cover filing fees.

ATTACH \$35.00 CHECK OR MONEY ORDER HERE

Respectfully,



Jeffrey R. Henry

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
PROJECT BELARUS, INC.**

FILED

02 DEC 26 AM 10:

CLERK OF S
TALLAHASSEE, FLA

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.

AMENDED ADOPTED ARTICLE VIII ADDED

ADDITIONAL PROVISIONS

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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 corresponding section of any future federal tax code.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any 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 carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

In the event of dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose

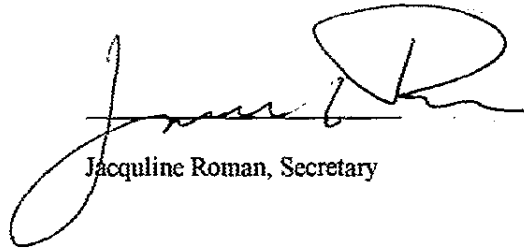
However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The date of adoption of the amendments was: DATE: 72-14-02

On motion and by unanimous vote by the board of directors, the preceding articles of amendment of PROJECT BELARUS, INC. were adopted. There are no members or members entitled to vote on the amendments.

PROJECT BELARUS, INC.

A handwritten signature in black ink, appearing to read 'Jacqueline Roman', is written over a horizontal line. The signature is stylized with a large, looped initial 'J' and a large, looped final 'R'.

Jacqueline Roman, Secretary

SIGNATURE & DATE