

NO2000004454

L.H. JOSEPH, JR. AND ASSOCIATES, INC.

"The Incorporating Company"  
8344 MELROSE AVENUE #23  
LOS ANGELES, CALIFORNIA 90069, USA  
TEL: (323) 651-2322 . FAX: (323) 651-0624

Date: September 12, 2002

TO:

Secretary of State- Florida  
Corporate Division  
409 E. Gaines St.  
Tallahassee, Florida 32399

In re: Bit-By-Bit, Inc.

Dear Sir:

800007772788--3  
-09/16/02-01069-008  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

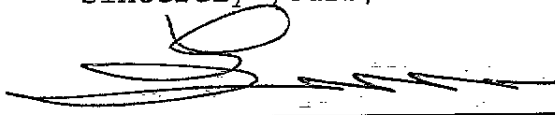
Until the above named corporations Amended Articles of Incorporation have been filed and its business with your office is concluded, will you please be so kind as to direct all communications relating thereto to us at the address listed below:

L. H. Joseph Jr. and Associates, Inc.  
8344 Melrose Ave. #23  
Los Angeles, CA 90069

Should you need to speak with us, please feel free to call us collect at the above telephone number, or contact us by FAX at above.

Please find enclosed, our Check #B-1404 in the sum of \$43.75 to do the following. AMEND THE ARTICLES OF INCORPORATION  
Return FED EX Envelope and mail address enclosed

Sincerely yours,



L. H. Joseph Jr. President

LHJ:jt

Amend/CC  
@ 9/24/02

02 SEP 16 PM 12: 55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF AMENDMENT**  
to  
**ARTICLES OF INCORPORATION**  
of

FILED  
02 SEP 16 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BIT-BY-Bit, INC.

(present name)

N02000004454

(Document Number of Corporation (If known))

*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: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

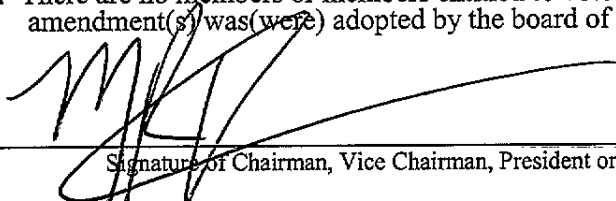
**ARTICLE 5**

See attached amendment of Article 5

**SECOND:** The date of adoption of the amendment(s) was: September 10, 2002

**THIRD:** 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 members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.



Signature of Chairman, Vice Chairman, President or other officer

Marc R. Pollack

Typed or printed name

Chairman of the Board of Director

Title

9/13/02

Date

## ARTICLE 5

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.

Said corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations under Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future Federal code).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or any 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 section 501 (c)(3) purposes. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or, 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, 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 corporations, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).