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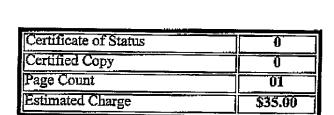
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BASIC AMENDMENT

PAYTON'S PALS, INC.



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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF PAYTON'S PALS, INC. N020000059557

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST:

Amendment adopted: Article IX is being amended in its entirety so

that it will now read:

"<u>ARTICLE IX</u> MEMBERS

The Corporation may have members subject to the provisions in the Bylaws."

SECOND: The date of the amendment's adoption is August 20, 2002.

THIRD:

There are no members or members entitled to vote on the

amendment. The amendment was adopted by the Board of

Directors.

Signed this 20th day of August 2002.

PAYTON'S PALS, INC.

Adi Rappoport, Incorporator

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