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COR AMND/RESTATE/CORRECT OR O/D RESIGN

WHITMAN FAMILY FOUNDATION, INC.

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February 6, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

WHITMAN FAMILY FOUNDATION, INC.
9700 COLLINS AVENUE
BAL HARBOUR, FL 33154

SUBJECT: WHITMAN FAMILY FOUNDATION, INC.
REF: N02000006101

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

WHITMAN FAMILY FOUNDATION, INC.

(a Florida Not For Profit Corporation)

**(Original Articles of Incorporation Filed with the
Secretary of State of the State of Florida on August 12, 2002)**

Pursuant to the provisions of Section 617.1002 of the Florida Not For Profit Corporation, the undersigned Florida not for profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the company is WHITMAN FAMILY FOUNDATION, INC. (the "Company").
2. There are no Members entitled to vote on this Amendment.
3. On the 2nd day of February, 2007, the Board of Directors adopted this Amendment.
4. In order to change the name of the Company, ARTICLE I of the Articles of Incorporation of the Company is hereby amended in its entirety, so that, as amended, ARTICLE I shall be and read as follows:

"ARTICLE I

The name of this corporation shall be WHITMAN FAMILY BAL HARBOUR FOUNDATION, INC."

5. This Amendment to the Articles of Incorporation of the Company shall be effective at the time of filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment

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This instrument prepared by:

Frank T. Adams, Esq.

Fla. Bar No. 279218

Katz Barron Squitiero Faust

2699 S. Bayshore Drive, 7th Floor

Miami, FL 33133

Phone: (305)856-2444

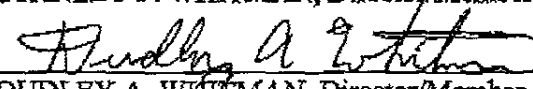
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this 9th day of February, 2007.

WHITMAN FAMILY FOUNDATION, INC.


WILLIAM F. WHITMAN, Director/Member


STANLEY F. WHITMAN, Director/Member


DUDLEY A. WHITMAN, Director/Member

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