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PAVESE, HAVERFIELD, DALTON, HARRISON & JENSEN, L.L.P.

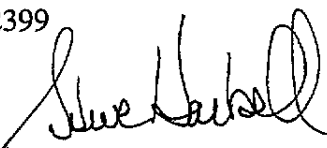
A FLORIDA LIMITED LIABILITY PARTNERSHIP
ATTORNEYS AND COUNSELORS AT LAW

1833 HENDRY STREET, FORT MYERS, FLORIDA 33901
POST OFFICE DRAWER 1507, FORT MYERS, FLORIDA 33902-1507
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SteveHartsell@PaveseLaw.com

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*****35.00 *****35.00

MEMORANDUM

TO: Florida Department of State
Division of Corporations
401E. Gaines Street
Tallahassee, FL 32399

FROM: Steven C. Hartsell 

DATE: October 15, 2002

RE: The Melvin Henderson Disabled Athlete Foundation, Inc.

Enclosed for filing are Articles of Amendment to the Articles of Incorporation for The Melvin Henderson Disabled Athlete Foundation, Inc. Also enclosed is a check in the amount of \$35.00 for the filing fee.

If you have any questions, please feel free to contact me. Thank you for your help.

SCH:llg
Enclosure

FAWPDATA\SCH\Melvin Henderson Disabled Athlete Foundation, Inc\State of Florida Memo.wpd

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2002 NOV - 1 AM 10:54

Amendment
LFS
11-7-02

4635 S. DEL PRADO BLVD.
P.O. BOX 100088
CAPE CORAL FLORIDA 33910-0088
(239) 542-3148
FAX (239) 542-8953

461 S. MAIN STREET
P.O. DRAWER 2280
LaBELLE, FLORIDA 33935
(863) 675-5800
FAX (863) 675-4998

SUITE 203
4524 GUN CLUB ROAD
WEST PALM BEACH, FLORIDA 33415
(561) 471-1366
FAX (561) 471-0522



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 24, 2002

Steven C. Hartsell
% Pavese, Haverfield, Dalton, et-al
Post Office Drawer 1507
Ft. Myers, FL 33902-1507

SUBJECT: THE MELVIN HENDERSON DISABLED ATHLETE FOUNDATION,
IINC.
Ref. Number: N02000006110

We have received your document for THE MELVIN HENDERSON DISABLED ATHLETE FOUNDATION, IINC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct your document to reflect that it is filed pursuant to the correct statute number.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6910.

Louise Flemming-Jackson
Document Specialist Supervisor

Letter Number: 002A00058786

PAVESE, HAVERFIELD, DALTON, HARRISON & JENSEN, L.L.P.

A FLORIDA LIMITED LIABILITY PARTNERSHIP
ATTORNEYS AND COUNSELORS AT LAW

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POST OFFICE DRAWER 1507, FORT MYERS, FLORIDA 33902-1507
(239) 336-6244, FAX (239) 332-2243
SteveHartsell@PaveseLaw.com

M E M O R A N D U M

TO: Florida Department of State
Division of Corporations
Attention: Louise Flemming-Jackson, Document Specialist Supervisor
401E. Gaines Street
Tallahassee, FL 32399

FROM: Steven C. Hartsell *Steve Hartsell*

DATE: October 29, 2002

RE: The Melvin Henderson Disabled Athlete Foundation, Inc.
Ref No. N02000006110

Attached is a copy of your October 24th letter requesting us to make some revisions to the Articles of Amendment for the above-referenced corporation. The revisions have been made, the Articles of Amendment have been signed and notarized, and the original is attached herewith. If they meet with your approval please file them and provide us with a copy of them at your convenience.

If you have any questions, please feel free to contact me. Thank you for your help.

SCH:llg
Enclosures

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
THE MELVIN HENDERSON DISABLED ATHLETE
FOUNDATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 NOV -1 AM 10:54

Pursuant to Section 617.1006 of the Florida Business Corporation Act, on the date executed below the undersigned, who is the President and only member or Director of **THE MELVIN HENDERSON DISABLED ATHLETE FOUNDATION, INC.**, voted to and hereby amends the Articles of Incorporation originally filed with the Secretary of State of Florida on August 12, 2002, as follows:

The Articles of Incorporation are hereby amended to read as follows:

ARTICLE I
CORPORATE NAME

The name of this corporation (hereinafter called Corporation) is The Melvin Henderson Disabled Athlete Foundation, Inc.

ARTICLE II
TERM OF EXISTENCE

The existence of the Corporation will commence upon the filing of these Articles with the Department of State of the State of Florida and shall continue thereafter in perpetuity.

ARTICLE III
PRINCIPAL OFFICE

The principal office of the Corporation shall be % Melvin Henderson, 6226 Demery Circle, Fort Myers, Florida 33916, and the mailing address of the Corporation shall be the same.

ARTICLE IV
PURPOSE

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax 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 other 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 corporations shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the 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.

In particular, the purpose of the Corporation shall be to educate and sensitize the public about the special needs, problems, and accomplishments of the disabled athlete, and to raise funds to help disabled athletes to compete in state and national sports events for the disabled.

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 a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE V MEMBERSHIP

The corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues, if any, and the method of collecting dues shall be as regulated in the bylaws.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is % Melvin Henderson, 6226 Demery Circle, Fort Myers, County of Lee, State of Florida, 33916. The name of its registered agent at that address is Melvin Henderson.

ARTICLE VII DIRECTORS

The affairs of the Corporation will be managed by a Board of Directors consisting of three (3) members. The number of members constituting the Board of Directors may, from time to time, be increased or decreased by the members, as may be provided in the Bylaws, but will never be less than three (3).

(a) TERMS OF OFFICE. Directors will generally serve a term of two (2) years each and shall be elected at the annual meeting of the membership. However, the members of the Board of Directors will serve until their successors are elected and qualify and may be re-elected for additional terms. In the case of a vacancy upon the Board of Directors, whether occasioned by the resignation or removal of a member or the creation of a new directorship, the vacancy will be filled by the person elected by the remaining Board of Directors and the newly appointed member will serve until the next election of Directors.

(b) ELECTION BY MEMBERS. Members of the Board of Directors will be elected by the membership, except as heretofore provided. Every director elected will be either a member of the corporation, or, in the case of an entity member, an officer, general partner or trustee of that member, as the case may be. All elections will be by plurality of votes, and the member of the Board of Directors receiving the largest number of votes shall be the Chairman of the Board of Directors.

(c) The names and addresses of the persons who shall serve as Directors until the next election are:

<u>Name</u>	<u>Address</u>
Melvin Henderson	6226 Demery Circle Fort Myers, Florida 33916
Jonthan Rhynes	13521 Eagle Ridge Drive, Apt. 118 Fort Myers, Florida 33912
Neal Adams, Jr.	P. O. Box 2511 Fort Myers, FL 33902

(d) Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the director's authority.

ARTICLE VIII OFFICERS

The Association will have a President, a Vice-President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. Two or more offices may be held by the same person, except as may be prohibited by law. Officers will be elected by membership vote for a term of two (2) years. The names of the officers who are to serve until the next election are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Melvin Henderson	President	6226 Demery Circle Fort Myers, Florida 33916
Neal Adams	Vice-President	P. O. Box 2511 Fort Myers, FL 33902

Jonthan Rhynes

Secretary/Treasurer

13521 Eagle Ridge Drive
Apt. 118
Fort Myers, FL 33912

ARTICLE IX
BASIS UNDER WHICH CORPORATION IS ORGANIZED

The corporation is a not for profit corporation as defined by the Not for Profit Corporation Act in Section 617.01401 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to its members, directors, officers or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

ARTICLE X
BYLAWS

Bylaws will be adopted at the first meeting of the Board of Directors. The bylaws may be amended, repealed, in whole or in part, by the Directors in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

ARTICLE XI
AMENDMENT TO ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least a majority of a quorum of the voting members of the corporation.

ARTICLE XII
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 502(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code or shall be distributed to the Federal government or a State or local government, for a public purpose.

ARTICLE XIII
NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is:

Melvin Henderson
6226 Demery Circle
Fort Myers, Florida 33916

IN WITNESS WHEREOF, THE MELVIN HENDERSON DISABLED ATHLETE FOUNDATION, INC., caused these Articles of Amendment to be executed by its President on this 29 day of October, 2002.

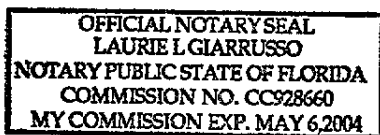

MELVIN HENDERSON, President and
Chairman of the Board of Directors

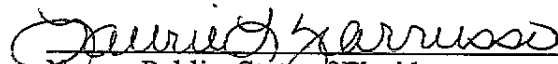
STATE OF FLORIDA)

COUNTY OF LEE)

BEFORE ME, the undersigned authority, personally appeared MELVIN HENDERSON, to me known to be the person described or who produced _____ as identification, and who subscribed to the above Articles of Amendment to the Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Fort Myers, in said County and State this 29 day of October, 2002.




Notary Public, State of Florida