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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
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LAW OFFICES OF
ROBINSON & ASSOCIATES
4325 W. Sunrise Blvd., Plantation FL 33313
T-954.535.0827 F- 954.535.0914
gdnrobinson@aol.com

June 23, 2003

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Chariots Community Enterprise, Inc.

To Whom It May Concern:

Enclosed are one (1) original and (1) copy of the Articles of Amendment to Articles of Incorporation for ***Chariots Community Enterprise, Inc.***

Also enclosed is a money order in the amount of $52.50 to cover filing fees.

Thank you for your assistance.

Sincerely,

Georgia D.N. Robinson, Esq.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CHARIOTS COMMUNITY ENTERPRISES, INC.
A FLORIDA NONPROFIT CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

amendment adopted

ARTICLE - IV – "AMENDED"

The manner in which the directors are elected or appointed is stated in the by-laws.

The names and addresses of the directors are:

Kandis Busby-Shahid 3541 S.W. 3rd Street Fort Lauderdale, FL 33341	President
Alice Mecoli-Parker 2650 Greenwood Terrace g114 Boca, FL 33431	Vice President
Sharlene Salvary 160 NW 176th Street Hollywood, FL 33179	Treasurer/Secretary
Mari Blumstein 3200 Huntington Street Weston, FL 33322	Trustee
Dr. Stephen Campbell 2000 Davie Drive Davie, FL 33323	Trustee
Ava C. Douglas 3212 N.W. 104th Avenue Sunrise, FL 33351	Trustee

ARTICLE IX – "ADDED"

ADDITIONAL PROVISIONS

The duration of this corporation shall be perpetual.

The 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 United States Internal Revenue Law.

The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the By Laws of the corporation.

Members of the corporation will have such voting rights as are provided in the By Laws of the corporation.

Neither the members nor the members of the Board of Directors or officers of the corporation shall be liable for the debts of the corporation.

These Articles of Incorporation may be amended in the manner provided by law.

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment, or provision for payment, of all debts and liabilities shall be distributed and turned over to one or more organizations which themselves are recognized as exempt under section 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 uses.

No substantial part of the activities of the corporation shall consist of the carrying on of 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.

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.

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.

In any taxable year in which this corporation is considered to be 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 or the corresponding provision of any future United States Internal Revenue Law.

The corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director of officer of the corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director officer, employee, or agent as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance or attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

The date of the adoption of the amendments was: DATE: June 9, 2003

On motion and by unanimous consent vote of the board of directors, the preceding articles of amendments of Chariots Community Enterprise, Inc. were adopted. There are no members entitled to vote on the Amendments.

CHARIOTS COMMUNITY ENTERPRISE, INC.

Sharlene Salvary

Sharlene Salvary, Treasurer/Secretary