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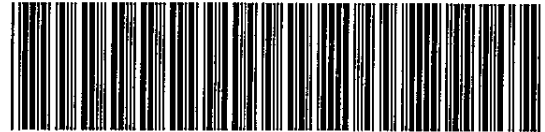
(Business Entity Name)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 NOV -4 PM 3:23

Amend.

V SHEPARD NOV 7 2002

**ORPHAN'S VOICE, INC.
C/O Gerald Ham
3945 Hidden Glen Drive
Sarasota, FL 34241**

Please find enclosed the amended Articles of Incorporation of the above named organization. I have enclosed a check in the amount of \$43.75 in order to receive a certified copy of these articles. Please mail to the address above.

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
Orphan's Voice, Inc.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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.)

AMEND ARTICLE III

ADDITIONAL ARTICLE VIII

ADDITIONAL ARTICLE IX

See Attached

SECOND: The date of adoption of the amendment(s) was: October 1, 2002

THIRD: Adoption of Amendment (CHECK ONE)

The amendment(s) was (were) adopted by the members and the number of votes cast for the number of votes cast for the amendment were 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.

ORPHAN'S VOICE, INC.

Corporation Name



Signature of Chairman, Vice Chairman, President, or other Officer

GERALD W. HAM

Typed or Printed Name

PRESIDENT

10/28/02

Title & Date

ADDITION TO ARTICLE III: PURPOSE

The specific purpose of this organization is to supply International humanitarian aid to orphanages

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1986 as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or 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.

ARTICLE VIII: DISSOLUTION

The property of this Corporation is irrevocably dedicated to charitable and educational 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 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 non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(C)(3) of the Internal Revenue Code.

ARTICLE IX EARNINGS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in any political campaign on behalf of, or in opposition of any candidate for public office.