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Division of Corporations

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BASIC AMENDMENT

DARRELL GWYNN FOUNDATION, INC.

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Certificate of Status	1
Certified Copy	0
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Amended & Restated

Art -

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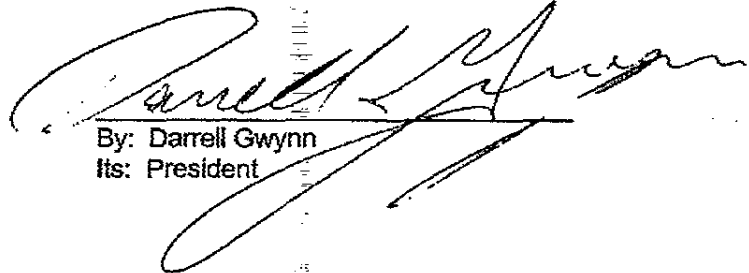
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ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
DARRELL GWYNN FOUNDATION, INC.

The Articles of Incorporation of the DARRELL GWYNN FOUNDATION, INC., a Florida Not for Profit corporation ("Corporation"), filed with the Department of State on September 30, 2002, Charter Number N02000074061, are amended as shown below:

The foregoing amendment was adopted by unanimous consent of all the Directors and all the shareholders of this Corporation effective as of NOVEMBER 19 2002

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation has executed these Articles of Amendment and Restatement as of the 19 day of November 2002



By: Darrell Gwynn
Its: President

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DARRELL GWYNN FOUNDATION, INC.

The undersigned President of the DARRELL GWYNN FOUNDATION, INC., does make, subscribe, file and acknowledge these Amended and Restated Articles of Incorporation for the purpose of continuing a corporation under the Florida Business Corporation Act.

ARTICLE I NAME

The name of the corporation shall be:

Darrell Gwynn Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**4850 SW 52 Street
Davie, FL 33314**

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is:

To prevent, provide for and ultimately cure spinal cord injuries and other debilitating illnesses. To expedite specific cures, the Foundation assists in funding of targeted research.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed:

The initial Board of Directors and officers shall be appointed by the Incorporator and shall hold office until their successors are duly elected as stated in the By-Laws

ARTICLE V INITIAL DIRECTORS/OFFICERS

Jerry Gwynn, Lisa Gwynn, Darrell Gwynn, Joan Gwynn

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

**Todd S. Payne, Esq.
Zebersky & Payne, LLP
4000 Hollywood Blvd, Suite 400-N
Hollywood, FL 33021**

ARTICLE VII INCORPORATOR

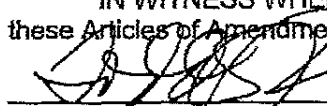
The name and address of the incorporator to these Articles of Incorporation are:

Darrell Gwynn
4850 SW 52 Street
Davie, FL 33314

ARTICLE VIII DISSOLUTION

Upon liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Code, or corresponding provision of subsequent Federal tax laws. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

IN WITNESS WHEREOF, the undersigned President and Registered Agent have executed these Articles of Amendment and Restatement this 19 day of November, 2002.


By: Todd S. Payne, Esq.
Its: Registered Agent

11/19/2002
Date


By: Darrell Gwynn
Its: President

11/19/2002
Date