

N020000009462

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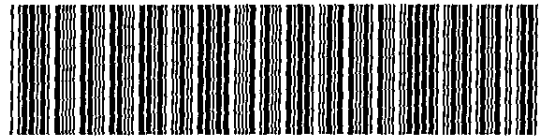
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TALLAHASSEE, FLORIDA

N020000009462
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TRANSMITTAL LETTER

JANUARY 16, 2003

DEPARTMENT OF STATE
DIVISION OF CORPORATION
409 E. GAINES STREET
TALLAHASSEE, FLORIDA, 32399, USA.

DEAR: SIR/MADAME,

SUBJECT: ARTICLES OF AMENDMENT

Enclosed as per your request are two original articles of amendment signed.
Please act favorable on filing the articles of amendment for HISPANIOLA
PROGRAM OF EDUCATION AND PREVENTION OF HIV-AIDS, INC.
The document number of the corporation is: N02000009462

Filing fee	\$35.00
Certified Copy	\$8.75
Total	\$43.75

Once filed please return to:

MS. DILCIA MARINEZ-PRESIDENT
HISPANIOLA PROGRAM OF EDUCATION AND PREVENTION OF HIV-AIDS, INC.
7303 WEST FLAGLER STREET,
MIAMI, FL, 33144, USA.
THE DOCUMENT NUMBER OF THE CORPORATION IS: N02000009462
Daytime telephone number - 1-305-267-4555

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HISPANIOLA PROGRAM OF EDUCATION AND PREVENTION OF HIV-AIDS, INC.

N02000009462

DOCUMENT NUMBER OF CORPORATION

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: TO AMEND ARTICLE THREE OF THE ARTICLES OF INCORPORATION TO ADD:

I. PURPOSES OF THE CORPORATION:

Said corporation/organization is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

- (a) The corporation shall conduct any and all lawful activities that may or may not be mentioned above, for the furtherance or accomplishment of the foregoing purposes, provided that such activities would not endanger the Corporation's not-for-profit status under section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

II. INTERNAL REVENUE SERVICE PROHIBITED PROVISIONS:

No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of Section 501(c)(3) purposes set forth in Articles Third hereof.

No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization 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.

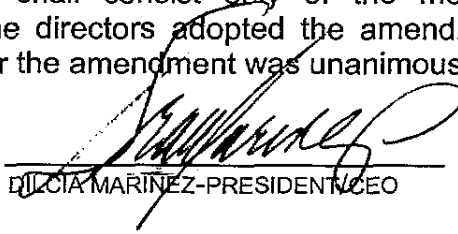
Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Upon dissolution of this corporation/organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation/organization shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Second: The date of adoption of the amendment was: 15th day of January, 03

Third: Adoption of Amendment: Membership approval not required. Membership shall consist only of the members of the board of directors. The directors adopted the amendment and the number of votes cast for the amendment was unanimous for approval.


DILCIA MARTINEZ-PRESIDENT/CEO