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TALLAHASSEE, FLORIDA

AMEND
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TRANSMITTAL LETTER

July 1, 2003

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

DEAR: SIR/MADAME,

RE: PALM BEACH ELITE ALL STARS, INC.

ARTICLES OF AMENDMENT
CORPORATION I.D. N03000004590

Enclosed herewith please find an original and one (1) copy of the Articles of Amendment for the above referenced organization and my check in the amount of **\$43.75** representing the filing and certified copy fees.

Please issue an Amendment to our Articles of Incorporation for the above referenced organization and return a certified copy to the undersigned:

MS. KATINA THOMAS
PALM BEACH ELITE ALL STARS, INC.
6 KERRY PLACE
BOYNTON BEACH, FLORIDA, 33426, USA.

CORPORATION I.D.# N03000004590
Daytime telephone number - 1-561-965-2860

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PALM BEACH ELITE ALL STARS, INC.
N03000004590
DOCUMENT NUMBER OF CORPORATION

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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: 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) This organization shall not discriminate on the basis of political or religious affiliation, marital status, race, color, creed, national origin, gender, age or disability of individuals.
- (b) 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:

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.)

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.

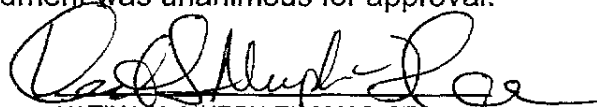
Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of 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: 1ST day of July, 2003.

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.



KATINA N. MURPH-THOMAS-CEO