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OF THE DAY IN TO

April 1, 2004

Amendment Section Division of Corporations 409 E. Gaines St. Tallahassee FL 32399

Dear Sirs,

Enclosed please find our request for amendments to our Articles of Incorporation and the appropriate fee. We would also like to request a certified copy be sent to us upon approval. Please send to:

Applause Academy, Inc 4472 White Oak Circle Kissimmee FL 34746

If you need any additional information, please contact us at 407-361-7146,

Thank you,

Barbara Christie Vice-President

ARTICLES OF AMENDMENT

ARTICLES OF INCORPORATION

ARTICLES OF AMENDMENT
to
ARTICLES OF AMENDMENT to ARTICLES OF INCORPORATION of
of
APPLAUSE ACADEMY Inc.
(present name)
(Document Number of Corporation (If known)
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.)
ARTICLE III PURPOSE Amended Section 1 Added: Section 2 Added Section 3
ARTICLE VII DISSOLUTION Added (ARTICLE VII previously INCORPORATOR) ARTCLE VIII INCORPORATOR (Previously ARTICLE VII) amended article number
(See page 2 for changes)
March 15, 2004 SECOND: The date of adoption of the amendment(s) was: THIRD: Adoption of Amendment (CHECK ONE)
The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was 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.
Make ande
Signature of Chairman, Vice Chairman, President or other officer Mark Anderson
ATAWAR A BAAWYA MYAA

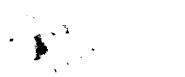
Typed or printed name

President

Title

March 31, 2004

Date



Articles of Amendment to Articles of Incorporation Applause Academy Inc. March 15, 2004

Article III - PURPOSE

Amended

Section 1 - The purpose for which the corporation is organized is to promote, inspire and develop educational experiences in the performing arts, primarily for young people, through classes, performance opportunities and educational programs and to provide quality entertainment for members of the community.

Added:

Section 2 - Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, 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 federal tax code.

Added:

Section 3 - Applause Academy, Inc. admits students of any race, color, national, and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national, and ethnic origin in administration of its educational policies, admission policies, scholarship and loan programs, and athletic and other school-administered programs.

Added: ARTICLE VII – DISSOLUTION (ARTICLE VII previously INCORPORATOR)

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, 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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Amended ARTICLE VIII INCORPORATOR (Previously ARTICLE VII) The name and address of the incorporator is:

Barbara Christie, 4472 White Oak Circle, Kissimmee FL 34746