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BASIC AMENDMENT

THE COOKIE FUND, INC.

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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

January 26, 2004

THE COOKIE FUND, INC. 8211 WEST BROWARD BLVD. SUITE 200 . PLANTATION, FL 33324

SUBJECT: THE COOKIE FUND, INC.

REF: N03000009036

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32814

Fax Audit Number: HOY 0000 177793 3

Articles of Amendments

Of

The Cookie Fund, Inc.

Document Number: N03000009036

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: Amendments

Article III - Purpose

Article III is to be changed to read as follows:

The c orporation is o rganized exclusively for c haritable, e ducational, r eligious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and to such end, and within such restriction, The Corporation is organized for the following purpose:

To educate parents on the prevention of drowning and near-drowning, and to provide a support system of parents of drowning and near-drowning victims. The organization shall do and take all actions consistent with the foregoing purposes, also shall provide holiday parties for underprivileged children in area hospitals and rehabilitation centers.

Article IX - Dissolution

Article IX is to be added to read as follows:

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United

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States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not disposed shall be disposed of by the Court of Common Please of the county in which the principal office of the corporation 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 purpose.

Second: Adoption and Effective Date

The date of these Articles of Amendments were adopted is January 14, 2004.

The date of these Articles of Amendments are effective is October 16, 2003.

Third: Adoption of Amendments

These Articles of Amendments were adopted by a meeting of the board of directors, a quorum being present.

There are no members or members entitled to vote.

The meeting's chairman was Amy Torchin

These articles of amendments were approved by 100% vote of the board of directors.

Dated this 14h day of January, 2004.

Signed:

David Torchin, C.P.A., Treasurer/Director

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