

**Rescue, Educate, Adopt,
Rehabilitate Horse
Rescue Inc.**

117 Pangola Ridge Court
Melrose, Fl 32666
352-475-2873

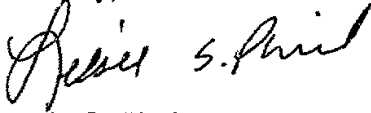
March 23, 2004

P.O. Box 6327
Tallahassee, Fl 32314

Dear Sir or Madam:

Enclosed please find two original copies of Articles of Amendment for our non-profit corporation. Also enclosed please find a check in the amount of \$43.75 to cover the cost.

Sincerely,

A handwritten signature in cursive script that reads "Lessie S. Pheil".

Lessie S. Pheil
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2004 MAR 24 PM 3:55

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

Rescue, Educate, Adopt, Rehabilitate, Horse Rescue, Inc.
(Document Number of Corporation) N04000000446

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 Amended to read: Said corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VI to be added: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporations shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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 corporations shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

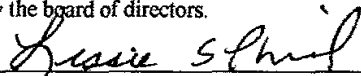
Article VII to be added: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 purposes.

SECOND: The date of adoption of the amendment(s) was: 3/22/2004

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.



Signature of Chairman, Vice Chairman, President or other officer

Lessie S. Phell

Typed or printed name

President

Title

3-22-04

Date