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RICHARD R. BLAKEMAN
ADMITTED IN NEW YORK AND FLORIDA

New York Office: 270 Madison Avenue New York, New York 10016 (212)683-6383 FAX: {212} 686-2040

April 27, 2004

Amendment Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: The Audrey and Morris Weintraub Foundation, Inc.

N04000000628

Dear Sir/Madame:

Enclosed please find Articles of Amendment to the Articles of Incorporation for the above captioned nonprofit corporation. Also enclosed is a check payable to the Department of State in the amount of \$35 for the filing fee.

If you have any questions, kindly contact the undersigned.

Very truly yours,

Richard R. Blakeman

RRB:jb

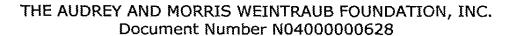
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TÄLLAHASSEE, FLORIDA

## ARTICLES OF AMENDMENT

to

## ARTICLES OF INCORPORATION

of



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 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 Code, or the 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 so disposed of shall be disposed of by the Circuit Court of the State of Florida 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 was April 27, 2004.

THIRD: Adoption of Amendment (Check one)

[ ] The amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

[ x ] There are no members or members entitled to vote on the amendment. The amendment was adopted by the board of directors.

Richard R. Blakeman

Secretary/Treasurer

April 28, 2004