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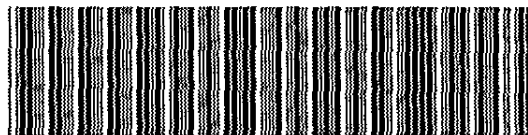
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06 NOV 27 PM 4: 29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amad  
SF

November 17, 2006

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Write Side Poets, Inc.

Dear Sirs:

Enclosed are the Articles of Amendment to the Articles of  
Incorporation (one original a one copy).

Please return to:

Robert F. Mahoney, P.A.  
7777 Glades Road, Suite 209  
Boca Raton, FL 33434

Cordially,

A handwritten signature in cursive script, appearing to read "Raymond Dominguez".

Raymond Dominguez  
President

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION

OF

WRITE SIDE POETS, INC.

**FILED**  
06 NOV 27 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617 of the Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE OF AMENDMENT NO. I

The name of this corporation is WRITE SIDE POETS, INC.

ARTICLE OF AMENDMENT NO. II

The following Amendment to the Articles of Incorporation are hereby adopted and approved by a resolution approved by the Board of Directors on Oct. 14, 2006. Members are not entitled to vote on the amendments.

ARTICLE OF AMENDMENT NO. III

The Amendments to the Articles of Incorporation are as follows:

ARTICLE III

The purpose for which the corporation is organized is as follows:

A. To receive and to administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation and to give funds and property from time to time to other organizations to be used or held for use directly in carrying out one or more such purposes.

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the corporation.

ARTICLES OF AMENDMENT TO THE

ARTICLES OF INCORPORATION

WRITE SIDE POETS, INC.

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C. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the code, with all powers conferred on nonprofit corporations under the laws of the State of Florida.

D. Write Side Poets Inc. will go into schools and begin an after school program to teach students how to read and write via poetry.

ARTICLE VIII

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 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 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.

ARTICLE IX

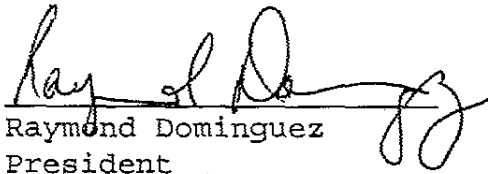
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three 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 any political campaign on behalf of or in opposition to any candidate for public office.

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WRITE SIDE POETS, INC.

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Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an corporation 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, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Dated this 17 day of Nov., 2006

  
Raymond Dominguez  
President