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BASIC AMENDMENT

RAISING HOPE, INC.

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF RAISING HOPE, INC.

Pursuant to the provisions of Section 617.1002 of the Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

 Article IX – <u>MEMBERS OF THE CORPORATION</u>, is hereby amended and restated to read as follows:

"ARTICLE IX - MEMBERS OF THE CORPORATION

This Corporation shall have no members and shall be governed by its Board of Directors."

2. The amendment was duly approved by a majority vote of the Board of Directors on January 12, 2005, in accordance with Section 617.1002.

DATED:

1/12/2005

RAISING HOPE, INC.

Kimberly H. G