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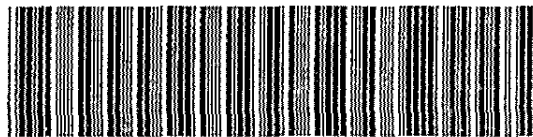
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05 JAN 28 PM 1:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amen
TS2/1/05

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
S.E.E.D. KIDS, INC.

FILED
05 JAN 28 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Fla. Stat., S.E.E.D. Kids, Inc. hereby adopts this Amendment to its Articles of Incorporation for the purposes of changing Article II of the corporation. Such change shall be reflected as follows:

ARTICLE II

A. The specific and primary purposes for which this corporation is formed is to operate for purposes within the meaning of Section 501(C) of the Internal Revenue Code of 1954, Florida Statutes, Chapter 617 and 196, and Articles VII, Section 3 of the Florida Constitution, and to secure and distribute contributions from individuals, corporations, governmental entities and foundations to promote charity.

B. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or

otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, contributions to which are deductible under section 170(C)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

The remaining Articles shall remain unchanged.

The date of adoption of the amendment was January 27, 2005. The amendment was adopted by the members and the numbers of votes cast for the amendment was sufficient for approval.

S.E.E.D. KIDS, INC.

Kristy Lee
WITNESS

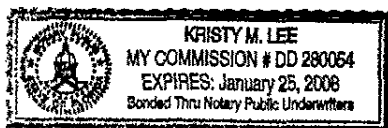
David Whitfield
By: David Whitfield, President

Michelle Hala
WITNESS

State of Florida
County of Gulf

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **DAVID WHITFIELD**, personally known or who produced personally known to me as identification to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purpose herein described.

WITNESS my hand and official seal this 27th day of January, 2005.



Kristy M. Lee
Notary Public
Commission No.
Expiration Date