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Cover Letter

**To: Amendment Section
Division of Corporations**

Fax: 850-245-6897

Attention: Velma Shepard

Name of Corporation: Boca Public Charitable Foundation, Inc..

Document Number: N04000011728

The enclosed ARTICLES OF AMENDMENT and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

RUSSELL W. JOHNSON

**BOCA PUBLIC CHARITABLE FOUNDATION, INC.
20510 Via Marisa Drive
Boca Raton, Florida 33498-6707**

For further information concerning this matter, please call:

RUSSELL W. JOHNSON- 561-302-2588

Articles of Amendment
To
Articles of Incorporation
Of

Boca Public Charitable Foundation, Inc.
Document Number of Corporation N04000011728

FILED
05 MAY 31 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida
Not For Profit Corporation adopts the following amendment(s) to its
Articles of Incorporation:

AMENDMENTS ADOPTED- Article V: Initial Directors and/or Officers-
See Attached (A), Article VIII Dissolution- See Attached (B)

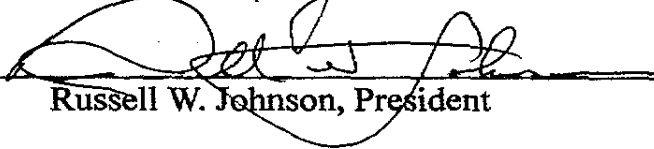
The date of adoption of the amendment(s) was January 11, 2005

Effective date: January 11, 2005

Adoption of Amendment(s):

___ There are no members of members entitled to vote on the amendment.
The amendment(s) were adopted by the board of directors.

Signed this 28 day of May, 2005

Signature 
Russell W. Johnson, President

**AMENDMENT TO ARTICLES OF INCORPORATION
NONPROFIT, INC.
BOC PUBLIC CHARITABLE FOUNDATION, INC.**

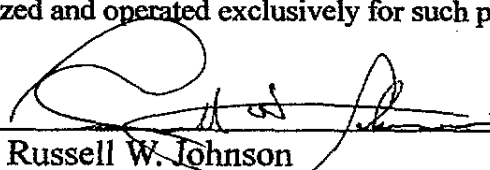
AMENDMENT

A. The corporation shall have 5 initial Directors and Officers: The initial directors and officers are as follows: Russell W. Johnson, President/Secretary 20510 Via Marisa Drive, Boca Raton, Florida 33498, Ruth M. Johnson, Vice-President/Treasurer 20510 Via Marisa Drive, Boca Raton, Florida 33498, Frank Pajuelo, Communications Director, 280 Lake Daisy Loop, Winter Haven, Florida 33884, Thanapon TM Moore, Director, 6823 Bayshore Drive, Lantana, Florida 33462, Shai Goldstein, Director, 21906 Lake Forest Circle, Apt 201, Boca Raton, Florida 33433.

B. Upon the dissolution of the organization, 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 the public purpose.

And such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the organization is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes,

Incorporator: _____


Russell W. Johnson

Date: _____

5/28/05

STATE OF FLORIDA)
)SS.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, personally appeared RUSSELL W. JOHNSON to be the person described in and who executed the forgoing Certificate of Incorporation, and they acknowledge before me, each for himself and not one for the other, that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at Palm Beach County, Florida this day of May 28, 2005

Nancy Stewart

