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January 20, 2005

FEDERAL EXPRESS
AIRBILL NO.:8489 2557 7124
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: THE BARDARO CHARITIES FOUNDATION, INC.

TO WHOM IT MAY CONCERN:

With regard to the above-referenced matter, enclosed please find an original and one (1) copy of Articles of Amendment to Articles of Incorporation for filing, together with check no.: in the amount of \$43.75, representing your fee for filing.

Please send the certified copy to the attention of the undersigned.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,
CRAIG DONOFF, PA



Susan M. Shirley

/sms
enc.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to the Articles of Incorporation of THE BRUCE FLEISHER CHARITIES FOUNDATION, INC.:

First: The name of the corporation is:

THE BARDARO CHARITIES FOUNDATION, INC.

Second: The following amendment to the Articles of Incorporation was adopted by the Corporation's Board of Directors pursuant to a meeting held on the 19th day of January, 2005. There are no members to vote.

ARTICLE II - is amended to incorporate the following:

A. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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 distributions 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. 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 a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

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Third: The number of votes cast for the amendment was sufficient for its approval. ,

Dated this: 19th day of January 2005.

By: R. J. Berber

State of FLORIDA
County of PALM BEACH

I HEREBY CERTIFY that on this day, the foregoing instrument was acknowledged and executed before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared, _____ who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

19th Witness my hand and official seal in the County and State last aforesaid, this day of January 2005.

Erie Joy Licata
Notary Public

My Commission Expires:



Erie Joy Licata
My Commission DD340669
Expires July 22, 2008