N05000002999

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January 6, 2006

TERREKK C. MADIGAN MADIGAN LAW FIRM, P.L. P.O. BOX 10321 TALLAHASSEE, FL 32302

SUBJECT: FLORIDA EPSILON SCHOLARSHIP & PROJECT ENDOWMENT

FUND, INC.

Ref. Number: N05000002999

We have received your document for FLORIDA EPSILON SCHOLARSHIP & PROJECT ENDOWMENT FUND, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are <u>MEMBERS ENTITLED TO VOTE</u> on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are <u>NO MEMBERS OR MEMBERS ENTITLED TO VOTE</u> on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Letter Number: 006A00001128

Irene Albritton Document Specialist

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Madigan Law Firm, P.L.

Post Office Box 10321 Tallahassee, FL 32302

(850) 224-8623 FAX (772) 594-5800

Terrell C. Madigan Attorney tmadigan@madiganlawfirm.com

January 10, 2006

DIVISION OF CORPORATIONS P.O. BOX 6327 TALLAHASSEE, FL 32314

SUBJECT: FLORIDA EPSILON SCHOLARSHIP & PROJECT ENDOWMENT

FUND, INC.

Ref. Number: N05000002999; Corrections

Dear Sir/Madam:

In response to your letter of January 6, 2006 (copy enclosed), returning Articles of Amendment sought to be filed for the above identified non-profit corporation, enclosed please find a corrected copy of same clarifying that there are no members or members entitled to vote on the subject amendment, and restating the date of adoption by the board of directors, to wit: December 16, 2005.

Please contact the undersigned should there be any further questions or concerns regarding the filing of this document, and your office's confirmation of acceptance and filing of same, will be appreciated.

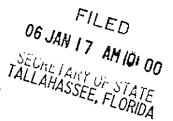
Sincerely,

MADIGAN LAW FIRM, P.L.

Ferrell C. Madigan

06 JAN 17 AM 8: 00

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION



FLORIDA EPSILON SCHOLARSHIP & PROJECT ENDOWMENT FUND, Inc.

Under the provisions of F.S. 617.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

Amendment adopted: A new Article VIII was adopted and added to state:

ARTICLE VIII - DEDICATION OF ASSETS UPON DISSOLUTION

Upon dissolution of this 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, to the Sigma Phi Epsilon Educational Foundation, P.O. Box 1901, Richmond, Virginia 23218, or similar qualified entity, or shall be distributed to the federal government or to a state or local government, for a public purpose.

The date of the amendment's adoption: December 16, 2005.

SECOND: Adoption of Amendment:

The board of directors, who are authorized to take such action, duly adopted the amendment on December 16, 2005. There are no members or members entitled to use on this amendment.

In witness whereof, the undersigned Director of this corporation has executed these articles of amendment effective December 16, 2005.

Terrell C. Madigan, President and Director FLORIDA EPSILON SCHOLARSHIP & PROJECT ENDOWMENT FUND., Inc., a

Florida not-for-profit corporation