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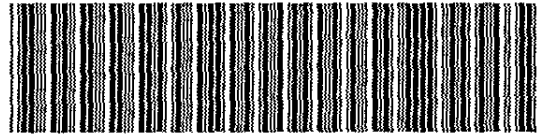
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 FEB 13 PM 1:51

HILLEY & WYANT-CORTEZ, P.A.

Attorneys at Law
860 US Highway One, Suite 108
North Palm Beach, Florida 33408-3825
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V. Donald Hilley
V. Claire Wyant-Cortez
Victoria J. Morton

Lora D. Howe
Katerina E. Mills
Andrew A. Harris

February 9, 2007

Amendment Section
Division of Corporations
Attn: Irene Albritton
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32314

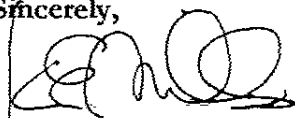
Re: Abacus Charities, Inc.
Document No.: N06000007320
Letter No.: 507A00005961

Dear Ms. Albritton:

Enclosed please find the Articles of Amendment for Abacus Charities Inc.; the last page of the form Articles executed by M. Brian Chaney; and your letter to me dated January 25, 2007. The fee for filing said Amendment has previously been submitted.

Kindly, expedite the filing process if you are able, as the IRS has given the charity a deadline of February 16, 2007 within which provide a copy of the filed Amended Articles. Your quick attention to this matter is greatly appreciated. If you have any questions, please contact me directly at 561-627-0009. Thank you.

Sincerely,



Katerina E. Mills

w/ Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 25, 2007

HILLEY & WYANT-CORTEZ, P.A.
% KATERINA E. MILLS
860 US HWY ONE - STE. 108
NORTH PALM BEACH, FL 33408-3825

SUBJECT: ABACUS CHARITIES, INC.
Ref. Number: N06000007320

We have received your document for ABACUS CHARITIES, 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 MEMBERS ENTITLED TO VOTE 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 NO MEMBERS OR MEMBERS ENTITLED TO VOTE 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.

Irene Albritton
Document Specialist

Letter Number: 507A00005961

RECEIVED
07 FEB 13 AM 8:00
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ABACUS CHARITIES, INC.
A Florida Non-For Profit Corporation**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 FEB 13 PM 1:51

Pursuant to the provisions of Section 617.1006, Florida Statutes, the Florida Not For Profit Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**ARTICLE I
NAME AND PLACE OF BUSINESS**

The legal name of the Corporation is ABACUS CHARITIES, INC. The principal place of business is 6207 Harbour Greens Drive, Lake Worth, FL 33467.

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The purposes for which the Corporation is organized are:

- A. The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code, including, for such purpose, the donation of educational videos to schools from Kindergarten to Twelfth Grade.
- B. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Corporation 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 these Articles of Incorporation.
- C. No substantial part of the activities of the Corporation shall be the carry on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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.
- D. 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.

**ARTICLE IV
APPOINTMENT OF DIRECTORS**

The manner in which the directors are elected or appointed is:
As stated in the By-laws.

**ARTICLE V
REGISTERED AGENT**

The name and Florida street address of the registered agent is:
HILLEY & WYANT -CORTEZ, PA.
860 US Highway One, Ste 108
North Palm Beach, FL 33408

**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator is:
Katerina E. Mills
860 US Highway One, Ste 108
North Palm Beach, FL 33408

**ARTICLE VII
OFFICERS & DIRECTORS**

The initial Officer(s) and/or director(s) of the corporation is/are:

Title: PRES
M. Brian Chaney
6207 Harbour Greens Drive
Lake Worth, FL 33647 US

**ARTICLE VIII
DISTRIBUTION OF ASSETS**

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 state or local government, for public purposes. 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.

**ARTICLES IX
EFFECTIVE DATE**

The effective date for this corporation shall be:

07/10/2006

IN WITNESS WHEREOF, I have subscribed my name on this 18th day of January, 2007.

Signed on behalf of the
Board of Directors by:


M. Brian Chaney, Chairman

The date of adoption of the amendment(s) was: January 17, 2007

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature _____

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

M. Brian Chaney

(Typed or printed name of person signing)

Chairman of the Board/President

(Title of person signing)

FILING FEE: \$35