

Division of Corporations

Page 1 of 1

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To:

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Fax Number : (850) 617-6380

From:

Account Name : BILZIN SUMBERG BAENA PRICE & AXELROD LLP
Account Number : 075350000132
Phone : (305) 374-7580
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CORAMND/RESTATE/CORRECT OR O/D RESIGN

THE MUSICAL ARTS ASSOCIATION OF MIAMI, INC.

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|-----------------------|---------|
| Certificate of Status | 1 |
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE MUSICAL ARTS ASSOCIATION OF MIAMI, INC.

1. The name of the corporation is THE MUSICAL ARTS ASSOCIATION OF MIAMI, INC. (the "Corporation").
2. The Corporation does not have members.
3. These Articles of Amendment have been duly adopted by the Board of Directors of the Corporation, by Unanimous Consent effective on January 30, 2008.
4. The Articles of Incorporation of the Corporation are hereby amended by the restatement of Article III as follows:

ARTICLE III
PURPOSES

The Corporation is a not-for-profit corporation, organized and to be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of providing financial support for the Miami Residency activities of The Musical Arts Association, an Ohio non-profit corporation which is organized and operated exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Internal Revenue Code").

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Dated: Feb 5, 2008.

THE MUSICAL ARTS ASSOCIATION
OF MIAMI, INC.

By: Marsha Bilzin
Marsha Bilzin, Secretary