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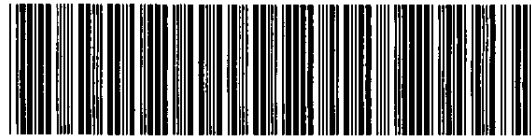
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 JUN 28 PM 1:54

FILED

Amend

JUL 10 2012

T. LEWIS

CHRISTOPHER P. KELLEY, P.A.

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ATTORNEY AT LAW
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June 26, 2012

VIA FEDERAL EXPRESS
AIRBILL NO. 8989 3729 8199

Secretary of State
Corporate Records Bureau
AMENDMENTS SECTION
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

**RE: SECOND AMENDMENT to ARTICLES OF INCORPORATION
Of FUNIES FOUNDATION, INC., a Florida Non Profit Corporation**

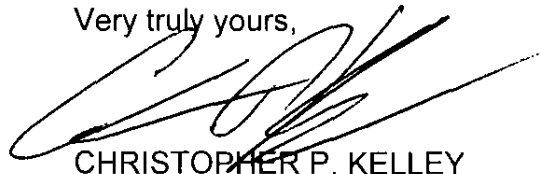
Dear Madam or Sir:

Enclosed please find my check for **\$87.50** and an original and one (1) copy of **Second Amendment to Articles of Incorporation of Funies Foundation, Inc.**

Please return a certified copy of the **Second Amendment to Articles of Incorporation** and a **Certificate of Status** for the said corporation to my office. Enclosed is a self-address stamped envelope.

Thank you for your cooperation. Please contact me should you have any questions.

Very truly yours,



CHRISTOPHER P. KELLEY

CPK:jl
Enclosures
\$ 35.00 Filing Fees
\$ 35.00 Amendment
8.75 w/cert copy
8.75 w/Cert of Status

**SECOND AMENDMENT
TO ARTICLES OF INCORPORATION
OF
FUNIES FOUNDATION, INC.,
A Florida Non Profit Corporation**

FILED
12 JUN 28 PM 1:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, being the President of FUNIES FOUNDATION, INC., a Florida non-profit corporation, whose Articles of Incorporation were filed on April 27, 2009, under the name FUNIES FOUNDATION, INC., a Florida non-profit corporation, do now submit this Second Amendment to the original Articles of Incorporation in the following particulars:

AMENDMENT ADDING ARTICLES IX AND X

The Articles of Incorporation are hereby amended by adding the following Articles IX and X, to read as follows:

ARTICLE IX: Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law)."

ARTICLE X: Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code."

WITNESS my hand and seal this 25th day of June, 2012.



LUIS BUSATAMANTE, President

STATE OF FLORIDA)

COUNTY OF Miami Dade)

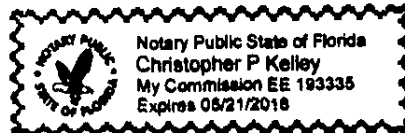
PERSONALLY APPEARED before me Luis Bustamante as President of
FUNIES FOUNDATION, INC., who produced Passport
_____ as identification, to me known to be the person who subscribed
and who executed the foregoing Second Amendment to the Articles of Incorporation and
caused the seal of said corporation to be attached hereto, and he acknowledged that he
executed and subscribed to the same for the purpose therein expressed.

WITNESS my hand and seal this 25th day of Jan, 2012.



NOTARY PUBLIC, State of FLORIDA at Large

My Commission Expires:



CERTIFICATE

I, the undersigned LUIS BUSTAMANTE, being the President of **FUNIES FOUNDATION, INC., a Florida non-profit corporation**, do hereby certify that the forgoing Second Amendment to Articles of Incorporation of **FUNIES FOUNDATION, INC., a Florida non-profit corporation**, was unanimously approved by the Board of Directors, proposed by them to the Members, and unanimously approved at the Special Meeting held June 25, 2012 at 10 a.m., Florida, all of the stock entitled to vote being represented at said meeting.



LUIS BUSTAMANTE, President

STATE OF FLORIDA)

COUNTY OF Miami Dade)

BEFORE ME, the undersigned authority, personally appeared LUIS BUSTAMANTE as President of **FUNIES FOUNDATION, INC., a Florida non-profit corporation**, and acknowledged before me that the foregoing Second Amendment to the Articles of Incorporation of said corporation is a true and correct copy of the Second Amendment which was unanimously approved by the Board of Directors of said corporation and proposed by them to the Members. He further acknowledged before me that he executed the foregoing Certificate for the purposes therein contained on behalf of said corporation.

WITNESS my hand and seal at Miami Dade, County, Florida, this 25 day of Jun, 2012.



NOTARY PUBLIC, State of FLORIDA at Large

My Commission Expires:

