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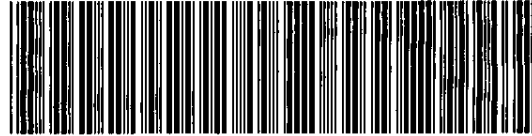
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Prick of the Spindle

P. O. Box 12784
Pensacola, FL 32591
pseditor@prickofthespindle.com
<http://www.prickofthespindle.com>

May 31, 2011

Florida Department of State
Attn: Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Document No. N09000006675
EIN: 27-0524735

Dear Secretary or Division of Corporations,

Please accept for filing an amendment to the Articles of Incorporation for the state nonprofit corporation known as PRICK OF THE SPINDLE, INC. I have included a check for the filing fee in the amount of \$35. made payable to the Secretary of State.

I look forward to receiving your confirmation so that I may file it with the corporation's current 501(c)(3) application which is out with the IRS for consideration. Please let me know if you require any further information for the processing.

Best regards,



Cynthia Reeser
Editor-in-Chief, Founding President
Prick of the Spindle, Inc.
pseditor@prickofthespindle.com
<http://www.prickofthespindle.com>

850. 341.9431

ARTICLES OF AMENDMENT:

Prick of the Spindle, Inc.
(A Florida Not for Profit Corporation)
Document Number N09000006675

Pursuant to the provisions of section 617.1002 and 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

MANNER OF ADOPTION:

The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

These Articles of Amendment were adopted by the board of directors of said organization at a regular meeting with a quorum being present which was held on May 20, 2011. This meeting of the directors met the requirements of both the Articles of Incorporation and the bylaws.

THE AMENDMENTS

The Articles of Incorporation of the Prick of the Spindle, Inc. are hereby amended as follows:

1. Articles are amended to include the following provisions, which read as follows:

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Upon 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 non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Prick of the Spindle, Inc.

By: 

President

Date: 5/31/2011

Cynthia R. Reeser

Legibly Print Name

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TALLAHASSEE, FLORIDA