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PICK-UP WAIT MAIL

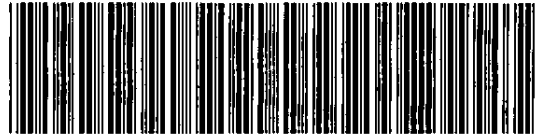
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

1 TB FEB 26 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FLORIDA CAPITAL RESOURCE CENTER, INC.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

BROOKE TERPENING

(Name of Contact Person)

(Firm/ Company)

100 N. BISCAYNE BLVD, SUITE 3070

(Address)

MIAMI, FL 33132

(City/ State and Zip Code)

brooke@tenamonlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Brooke Terpening

(Name of Contact Person)

at (305) 579-9090

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

~~LEARN~~ Florida Capital Resource Center, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address: _____
(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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TALLAHASSEE, FLORIDA

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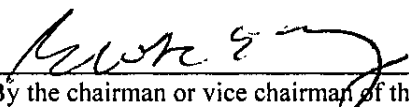
The date of each amendment(s) adoption: 2/2/10
(date of adoption is required)

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(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 2/23/2010

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)

Brooke E. Terpeny
(Typed or printed name of person signing)

Treasurer
(Title of person signing)

AMENDED ARTICLES OF INCORPORATION FOR FLORIDA CAPITAL RESOURCE CENTER, INC.

The undersigned citizens of the United States, desiring to form a not-for-profit Corporation under the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes, certify and acknowledge the following:

ARTICLE I: NAME

The name of the Corporation shall be: Florida Capital Resource Center, Inc.

ARTICLE II: DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III: PRINCIPAL OFFICE

The principal office and mailing address of the Corporation shall be 100 North Biscayne Blvd., #3070, Miami, FL 33132.

ARTICLE IV: PURPOSE

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation's purpose is to provide extensive resources to facilitate the defense and mitigation of capital murder cases in the State of Florida, and to make these resources available to defense attorneys statewide, thereby decreasing the cost of these cases to the state.

ARTICLE V: ELECTION OF DIRECTORS

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation.

ARTICLE VI: INITIAL DIRECTORS

1. Terence Lenamon, President, 100 North Biscayne Blvd., Suite 3070, Miami, FL 33132.
2. Cynthia O'Shea, Vice President, 230 Salsbury Street, Port Charlotte, FL 33954.
3. Brooke Terpening, Treasurer, 100 North Biscayne Blvd., Suite 3070, Miami, FL 33132.
4. Kathleen O'Shea, Secretary, 230 Salsbury Street, Port Charlotte, FL 33954.

ARTICLE VII: POWERS AND LIMITATIONS

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes, with the following limitations within the meaning of Section 501(c)(3) of the Internal Revenue Code:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.

Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.

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WASHINGTON, DC

3. Only an insubstantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of Section 501(c)(3) of the Internal Revenue Code, unless the Corporation elects the provisions of Section 501(h) of the Internal Revenue Code.
4. In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of Section 501(c)(3) of the Internal Revenue Code.
5. Notwithstanding any other provision of these articles, this 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, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VIII: MEETINGS

After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes. All other general meetings and/or special meetings shall be held in accordance with the methods and guidelines specified in the Bylaws of the Corporation.

ARTICLE IX: MEMBERS

The Corporation shall not have members or memberships.

ARTICLE X: DISSOLUTION

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a State or the Federal government for a public purpose.


ARTICLE XI: INITIAL REGISTERED AGENT

The name and street address of the registered agent is: Terence Lenamon, President, 100 North Biscayne Blvd., Suite 3070, Miami, FL 33132.

ARTICLE XII: INCORPORATOR

The name and address of the Incorporator is: Terence Lenamon, President, 100 North Biscayne Blvd., Suite 3070, Miami, FL 33132.

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature of Registered Agent  Date 1/31/10

Signature of Incorporator  Date 1/31/10