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HIS KIDS FOUNDATION, INC.

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
HIS KIDS FOUNDATION, INC.**

The name of this corporation is HIS KIDS FOUNDATION, INC. (the "*Corporation*"). The original Articles of Incorporation for the Corporation were filed on February 25, 2010, effective as of that same date, and assigned document number N10000001990.

Pursuant to the provisions of Sections 617.1001 and as provided in Section 617.1006 of the Florida Statutes the Corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article V of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"ARTICLE V

D. Initial Directors. The names and addresses of the initial members of the Board of Directors, who shall hold office until the election or appointment of their successors, are as follows:

<u>Name:</u>	<u>Address:</u>
Richard Lee Elam Jr.	1000 Dakota Avenue St. Cloud, Florida 34789
Melani Davis	3051 Partin Settlement Road Kissimmee, Florida 34744
William H. Muntzing	2101 Central Avenue Kissimmee, Florida 34741

F. Officers. The affairs of the Corporation shall be administered by the officers designated in accordance with the Bylaws. The names and addresses of the initial officers of the Corporation who shall serve until the election or appointment of their successors in accordance with the Bylaws are as follows:

<u>Name:</u>	<u>Office:</u>	<u>Address:</u>
Richard Lee Elam Jr.	Chief Executive Officer / Chairman of Board of Directors	1000 Dakota Avenue St. Cloud, Florida 34789
Melani Davis	President	3051 Partin Settlement Road Kissimmee, Florida 34744
Lindsay H. Davis	Vice President	5311 Alligator Lake Road St. Cloud, Florida 34772

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William H. Muntzing

**Secretary/
Treasurer**

**2101 Central Avenue
Kissimmee, Florida 34741"**

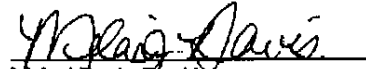
2. This amendment to the Articles of Incorporation was adopted by the requisite corporate action as required under the Corporation's Bylaws and Section 617.1002 of the Florida Statutes.

3. This amendment will be effective as of the date of filing with the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation on the 15th day of April, 2010.

HIS KIDS FOUNDATION, INC.

By:


Melani Davis, President

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