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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Heeling In Fashion Foundation, Inc.

DOCUMENT NUMBER: N10000003439

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

Please return all correspondence concerning this matter to the following:

Khalilah Davis
(Name of Contact Person)

The Heeling In Fashion Foundation, Inc.
(Firm/ Company)

1583 E. Silver Star Rd. Suite #153
(Address)

Ocoee, FL. 34761
(City/ State and Zip Code)

lydiascloset08@yahoo.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Khalilah Davis at (407) 545-1101
(Name of Contact Person) (Area Code & Daytime Telephone Number)

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

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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**

The Heeling In Fashion Foundation, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N10000003439

Document number of corporation

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

The Heeling In Fashion Foundation, Inc. has adopted the following Amendments to our Articles and is hereby filing our Amendments with the Secretary of State. The Amendments do not require approval of members. The Amendments were approved by a sufficient vote of the Board of Directors.

Amendment 1.

Date Adopted June 3, 2010

The Corporation is organized exclusively for charitable, educational or religious purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provision of any future United States Internal Revenue Law), including, but not limited to the following:

To provide mentoring and scholarships to underprivileged children.

Amendment 2.

Date Adopted June 3, 2010

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable, scientific, literary, religious or educational purposes and shall at the time qualify as an exempt organization described in Section 501(c) (3) of the Internal Revenue Code. Any such assets not disposed of shall be disposed of by the Superior Court of the County in which the principal office of the Corporation is then located, to another organization as said the court shall determine, to be used in such a

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manner as in the judgment of the court will best accomplish the general purposes for which the dissolved organization was organized.

Amendment 3.

Date Adopted June 3, 2010

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be carrying on of propaganda, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Amendment 4.

Date Adopted June 3, 2010

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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The date of adoption of the amendments was:

06/3/10

Adoption of Amendments

There are no members or members entitled to vote on the amendment. The amendments were adopted by the board of directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 3rd day of June, 2010.

Signature

 6/3/10

Name

Khalilah Davis

Title

President