

N21382



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 471155 4331939

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 43.75

ORDER DATE : November 8, 1999

ORDER TIME : 11:50 AM

ORDER NO. : 471155-005

3000003038083--3

CUSTOMER NO: 4331939

CUSTOMER: Judy Bernero, Legal Asst
Greenberg Traurig, P.a.
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

DOMESTIC AMENDMENT FILING

NAME: THE DIANNE AND MICHAEL BIENES
EDUCATIONAL TRUST, INC.

EFFECTIVE DATE:

FILED
99 NOV -8 PM 5:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

RECEIVED
99 NOV -8 PM 12:59
CLERK OF COURT
DIVISION OF COURT REPORTING
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 8, 1999

CSC

TALLAHASSEE, FL

SUBJECT: THE DIANNE AND MICHAEL BIENES EDUCATIONAL TRUST, INC.
Ref. Number: N21382

We have received your document for THE DIANNE AND MICHAEL BIENES EDUCATIONAL TRUST, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 899A00053957

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE DIANNE AND MICHAEL BIENES EDUCATIONAL TRUST, INC.**

99 NOV -8 PM 5:03
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned do hereby certify, pursuant to Section 617.1002(1) of the Florida Not For Profit Corporation Act and in accordance with the provisions of Article XI of the Amended and Restated Articles of Incorporation (the "Articles") of THE DIANNE AND MICHAEL BIENES EDUCATIONAL TRUST, INC., a not-for-profit corporation organized and existing under the laws of the State of Florida (the "Corporation"), said Articles which were filed with the Department of State of the State of Florida on April 26, 1993, that:

1. The name of this Corporation is THE DIANNE AND MICHAEL BIENES EDUCATIONAL TRUST, INC.

2. Article I of the Articles is hereby deleted in its entirety and replaced by the following:

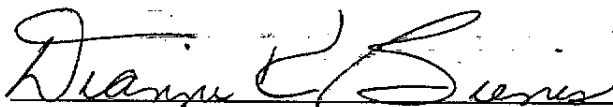
"The name of the Corporation is THE DIANNE AND MICHAEL BIENES CHARITABLE FOUNDATION, INC. (hereinafter referred to as the "Corporation")."

3. Except as hereby amended, the Articles shall remain the same.

4. Pursuant to Article VI of the Articles, the Corporation has no members.

5. The Amendment hereby made to the Articles is duly adopted by the undersigned effective as of the date herein, pursuant to Section 617.1002(1) of the Florida Not For Profit Act and in accordance with the provisions of Article XI of the Articles, and were adopted by the Board of Directors on October 29, 1999.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment to the Amended and Restated Articles of Incorporation of THE DIANNE AND MICHAEL BIENES EDUCATIONAL TRUST, INC., this 29th day of Oct, 1999.



DIANNE K. BIENES, Vice President



MICHAEL BIENES, Treasurer