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January 31, 1997 200002076632--3

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*****35.00 *****35.00

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

Re: The Irving and Harriett Sands Foundation, Inc.

Dear Sir:

The following are enclosed in duplicate:

1. Unanimous Consent of The Board of Directors of The Irving and Harriett Sands Foundation, Inc. to adoption of Articles of Amendment; and
2. Articles of Amendment to Articles of Incorporation of The Irving and Harriett Sands Foundation, Inc. filed for purposes of changing the name of the Foundation to **The Sands Family Foundation, Inc.**

We have enclosed our firm check payable to the Secretary of State of Florida in the amount of \$35.00 for filing the above documents.

Please return the recorded documents to the undersigned in the enclosed self-addressed envelope.

Thank you for your assistance in this matter. If you have any questions, please feel free to contact me.

Sincerely,

Patrick J. Weschler

Patrick J. Weschler

NC
SH 2/7

FILED
97/FEB-3 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PJW:jai
Enclosures
«AK2:134161_1.DOC»

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE IRVING AND HARRIETT SANDS FOUNDATION, INC.

FILED
97 FEB -3 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned President of THE IRVING AND HARRIETT SANDS FOUNDATION, INC., a Florida not for profit corporation, desiring to amend the Articles of Incorporation of the Corporation pursuant to Sections 617.1002 and 617.1006 of the Florida Statutes, hereby states the following:

1. The name of the corporation according to the Articles of Incorporation filed on December 4, 1990 is THE IRVING AND HARRIETT SANDS FOUNDATION, INC. (the "Corporation").

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

ARTICLE I

NAME

The name of this Corporation shall be THE SANDS FAMILY FOUNDATION, INC.

3. This Amendment was adopted by the directors and members of the Corporation on November 1, 1996. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed on this 1st day of November, 1996.

THE IRVING AND HARRIETT SANDS
FOUNDATION, INC.

By: Irving Sands
Irving Sands
President

UNANIMOUS CONSENT
OF THE
BOARD OF DIRECTORS AND MEMBERS
OF
THE IRVING AND HARRIETT SANDS FOUNDATION, INC.

The undersigned, being all of the directors of THE IRVING AND HARRIETT SANDS FOUNDATION, INC., a Florida not-for-profit corporation (the "Corporation"), do hereby consent to the adoption of the following resolutions pursuant to the provisions of Chapters 607 and 617 of the Florida Statutes:

RESOLVED, that the Corporation shall change its name to THE SANDS FAMILY FOUNDATION, INC.; and further be it

RESOLVED, that the Articles of Incorporation shall be amended to accomplish the foregoing, and to that end the Board of Directors and Members hereby approve and adopt the Articles of Amendment to the Articles of Incorporation in the form annexed as Schedule A hereto; and further be it

RESOLVED, that the President, the Chairman, the Secretary and other appropriate officers of the Corporation be and they hereby are authorized to execute and file said Articles of Amendment, together with any other documents necessary or advisable in order to carry out the intent of the foregoing.

IN WITNESS WHEREOF, the undersigned have executed this consent as of the 1st day of November, 1996.

DIRECTORS AND MEMBERS

Irving Sands
Irving Sands

Harriett Sands
Harriett Sands

Richard M. Sands
Richard M. Sands

David E. Sands
David E. Sands

Donald A. Sands
Donald A. Sands