

A LEGAL PROFESSIONAL ASSOCIATION

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> January 31, 199200002076632--3 -02/04/97--01028--021 *****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 seel free to contact me.

Sincerely,

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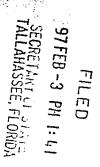
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Patrick J. Weschler

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

THE IRVING AND HARRIETT SANDS FOUNDATION, INC.



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 Ame	endment was	adopted	by the dire	ectors and	i memb	ers of	the
Corporation on	November	/, 1996	. The num	ber of vote:	s cast for t	he amer	ndment v	vas
sufficient for appr								
••								
IN	WITNESS '	WHEREOF,	the Corpo	oration has	caused	these .	Articles	of
Amendment to be				,				

THE IRVING AND HARRIETT SANDS FOUNDATION, INC.

Irving Sands

«AK2:112054_1»

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 day of Nermber, 1996.

DIRECTORS AND MEMBERS

Ir√ing Sands

Harriett Sands,

Richard M. Sands

Bavid E. Sands

Donald A. Sands