

GUY GARMAN
CHURCH & NONPROFIT ACCOUNTANT/ CONSULTANT
3801 S OCEAN DR. 4-Z
HOLLYWOOD FL 33019

TEL: 1-877-4-EXEMPT

FAX: 1-786-524-7973

N43799

Monday, November 26, 2001

Casa de Oracion of Melbourne, Inc.
Kenneth W. Delgado
1510 Bottlebrush Dr. NE
Palm Bay, Florida 32905

RE: INSTRUCTIONS FOR MAILING "AMENDMENT OF ARTICLES"

FILED
01 DEC -3 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Kenneth W. Delgado;

Enclosed are two (2) originals of the Articles of Amendment of Casa de Oracion of Melbourne, Inc. for filing purposes.

To meet the organizational test for exemption under section 501 (c) (3) of the Internal Revenue code of 1986, I must amend your organizing document, Articles of Incorporation, in the manner shown on the following "Articles of Amendment."

Please have the Secretary whose name is shown **sign and date** the document and **enclose a check for \$35.00 payable to Florida Department of State for filing fees.**

Please mail to:

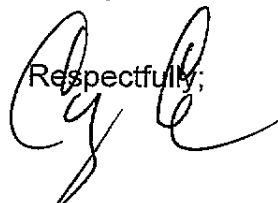
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

800004703138--2
-12/04/01--01004--006
*****35.00 *****35.00

If you have any questions regarding the above please don't hesitate to give me a call

Again it is a pleasure to serve you.

Respectfully;



Guy Garman
1-877-4-EXEMPT

GG
ENCLOSURES

N43799 en
380 Amer 2
12-3-01

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
Casa de Oración of Melbourne, Inc.

Pursuant to the provisions of section 617.1006, Florida Statutes, The undersigned Florida corporation adopts the following articles of amendment to its articles of incorporation.

amendment adopted

ARTICLE XI ADDED

ADDITIONAL PROVISIONS

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

In the event of dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the

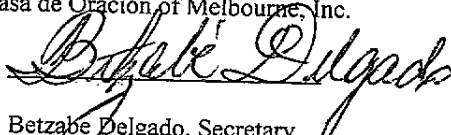
FILED
01 DEC -3 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

circumstances because the director-, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

The date of adoption of the amendments was: DATE: 11/29/01
(TODAYS DATE)

On motion and by unanimous vote by the board of directors, the preceding articles of amendment of Casa de Oracion of Melbourne, Inc. were adopted. There are no members or members entitled to vote on the amendments.

Casa de Oracion of Melbourne, Inc.


Betzabe Delgado, Secretary

SIGNATURE & DATE