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BASIC AMENDMENT

HANDS ON MIAMI, INC.

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| Certificate of Status | 0 |
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AMEND
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 12, 2001

HANDS ON MIAMI, INC.
3250 SW 3RD AVE
MIAMI, FL 33129US

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HANDS ON MIAMI, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, Hands On Miami, Inc., a Florida not-for-profit corporation (the "Corporation"), by the undersigned Chairman of its Board of Directors, does hereby make and execute these Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Hands On Miami, Inc.
2. The text of the first amendment adopted is as follows:

RESOLVED, that the Articles of Incorporation of the Corporation be amended by deleting Article II in its entirety and by inserting, in lieu thereof, the following replacement Article II:

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the Corporation and the mailing address of the Corporation shall be both located at the Corporation's principal place of business, which currently is 3250 Southwest Third Avenue, Miami, Florida 33129, or such other place as the board of directors may designate pursuant to the Corporation's Bylaws.

3. The text of the second amendment adopted is as follows:

RESOLVED, that the Articles of Incorporation of the Corporation be amended by deleting Article III in its entirety and by inserting, in lieu thereof, the following replacement Article III:

ARTICLE III

PURPOSES OF THE CORPORATION

The main purpose of the Corporation is to build community by engaging people in volunteer service. Incidental to the foregoing, it shall be the purpose of the Corporation: (a) to solicit and raise funds and to receive by way of gift, purchase, grant, devise, will or otherwise, real, personal or mixed property, and to hold, use, maintain, lease, donate, pledge, encumber, loan, sell, convey and otherwise dispose of all such property in furtherance of the objectives and purposes of the Corporation; and (b) to do and perform any and all lawful activities that may be incidental or

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necessary to carry out the purposes and objectives of the Corporation and which are not for pecuniary profit and are not specifically prohibited to corporations under Chapter 617 of Florida Statutes or under other laws of the State of Florida. Notwithstanding any other provision of these Articles, (i) the purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law, and (ii) the Corporation shall not carry on any activities not permitted to be carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

4. There are no members of the Corporation. The foregoing amendments were adopted by the board of directors of the Corporation on March 26, 2001.

HANDS ON MIAMI, INC.

By: X Patrick G. Morris
Name: Patrick G. Morris
Title: Chairman
Date: March 26, 2001

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