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ATTORNEYS AT LAW

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JAMES GULECKAS  
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WILLS, TRUSTS AND ESTATES  
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TELEPHONE: (813) 442-1200  
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N940000025810

April 9, 1998

Secretary of State  
State of Florida  
Division of Corporations  
Bureau of Corporate Records  
409 E. Gaines Street  
Tallahassee, FL 32301

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-04/14/98-01086--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**Re: Harris E. "Zip" Long Charitable Foundation, Inc.**

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Amendment to be filed for the above-named Corporation. In addition, I have enclosed a check payable to the Secretary of State in the amount of \$35.00 for the filing fee.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Tami F. Conetta

TFC:cdp  
Enclosures  
cc: H.E. Long  
Frederick Fisher  
Ben Lechner

J:\ALONG.H\FOUNDAT\SEC.STA  
2700

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AND  
FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OK  
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4/14/98  
Amend  
4-14-98

**ARTICLES OF AMENDMENT OF**  
**HARRIS E. "ZIP" LONG CHARITABLE FOUNDATION, INC.**

**THE UNDERSIGNED**, constituting all of the members of the Board of Directors of HARRIS E. "ZIP" LONG CHARITABLE FOUNDATION, INC., do hereby certify that the following Amendment to the Articles of Incorporation of HARRIS E. "ZIP" LONG CHARITABLE FOUNDATION, INC. was approved by the Board of Directors of said Corporation entitled to vote on the 18th day of March, 1998 at a duly called meeting of the Board of Directors of the Corporation.

The Articles of Incorporation of HARRIS E. "ZIP" LONG CHARITABLE FOUNDATION, INC. are hereby amended as follows:

A. The Board of Directors deems it advisable to increase the number of Directors to nine (9) persons. To facilitate this objective, Paragraph 2. of Article VI is hereby amended to read as follows:

2. The Board of Directors shall consist of nine (9) persons who shall be selected as provided herein. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida.

FCC shall select three (3) persons to serve as its representatives who shall serve as members of the Board of Directors. CENTER shall select three (3) persons to serve as its representatives who shall serve as members of the Board of Directors. HARRIS E. LONG shall have the right to select three (3) members of the Board of Directors, but if he shall for any reason be unable to act, SHIRLEY I. LONG shall have the right to select three (3) members of the Board

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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of Directors in his place and stead. At such time that both HARRIS E. LONG and SHIRLEY I. LONG shall not be able to act in the appointment of Directors, the Board of Directors shall consist of six (6) persons; FCC shall select three (3) persons who shall serve as members of the Board of Directors, and CENTER shall select three (3) persons who shall serve as members of the Board of Directors.

At no time shall the Board of Directors of this Corporation be constituted so as to be controlled, directly or indirectly, by one or more disqualified persons with respect to this Corporation, as defined in Code Section 4946, other than foundation managers as defined by the Code and other than one (1) or more "qualified organizations". Any Director may be removed from the Board at any time, with or without cause, by the "qualified organization" which is authorized to select such Director. In the event of a vacancy of a Director for any other reason, a successor Director shall be selected to fill such vacancy by the "qualified organization" authorized to select such Director. Any person so selected shall serve for the unexpired term of the person he or she is elected to succeed.

Each Director shall have one (1) vote on all matters. Five (5) Directors present in person shall constitute a quorum for the transaction of business by the Board of Directors as long as at least three (3) Directors from FCC and/or CENTER are present at such meeting. Except as otherwise provided in these Articles of Incorporation or the Bylaws of the Corporation, all action taken by the Board of Directors shall be taken by a vote of a majority of the Directors present at a quorum of the Board of Directors.

B. All amendments included herein were adopted pursuant to Section 617.0124, F.S., and there is no discrepancy between the Corporation's Articles of Incorporation as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.

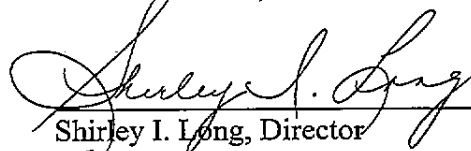
C. To the extent that the Bylaws of the Corporation are inconsistent with the amendments to the Articles of Incorporation contained herein, the amended Articles of Incorporation shall control as to such inconsistency, and the Bylaws shall also be deemed amended hereby.

D. This Amendment has been approved by unanimous consent of all of the Directors of the Corporation who are entitled to vote and was adopted by said Directors on the 18th day of March, 1998. The number of votes cast for the amendment was sufficient for approval.

E. This Amendment shall be effective upon its filing with the Secretary of State, State of Florida.

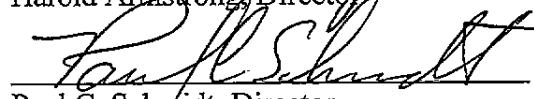
IN WITNESS WHEREOF, the undersigned do hereunto set their hands this 18th day of March, 1998.

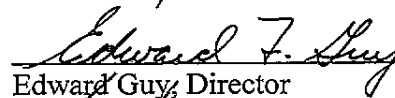
H.E. "ZIP" LONG CHARITABLE  
FOUNDATION, INC.

  
Shirley I. Long, Director

  
Frederick Fisher, Director

  
Harold Armstrong, Director

  
Paul C. Schmidt, Director

  
Edward F. Guy, Director

  
G. John Hurley, Director

  
Robb Resler, Director