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December 27, 1996

VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporations
Corporate Charter Section
409 East Gaines Street
Tallahassee, Florida 32399

500002041655--3
-12/31/96--01014--009
*****87.50 *****87.50

Re: The Waldec Education Foundation, Inc.

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation. Please file these Articles and return the certified copy to our office.

Enclosed is our firm's check in the amount of \$87.50 to cover expenses as follows:

FILING FEE	\$35.00
CERTIFIED COPY	<u>\$52.50</u>
TOTAL	\$87.50

If you have any questions regarding the enclosed documentation and the filing thereof, please contact our office by telephone. Your assistance in this matter is sincerely appreciated.

Very truly yours,

Aminie Mohip
Aminie Mohip

AM/lmp

Enclosures

corrected per

1/13
John Howard
C.C.

FILED
96 DEC 30 PM 2:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF

THE WALDEC EDUCATION FOUNDATION, INC.
a Florida Charitable Not For Profit Corporation

FILED
96 DEC 30 PM 2:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 617.1002, Florida Statutes, the undersigned charitable not for profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is The Waldec Education Foundation, Inc.
2. There are no members entitled to vote on the amendment.
3. The following amendment to the Articles of Incorporation was adopted on 12/26, 1996, at a meeting of the board of directors of the corporation. The number of votes was sufficient.
4. The Articles of Incorporation of the corporation is amended to add the following Article IX:

ARTICLE IX

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Dated: 12/26/96

THE WALDEC EDUCATION FOUNDATION, INC.

By: Thomas E. Wallace
Thomas E. Wallace

Title: Director / President

STATE OF Pennsylvania
COUNTY OF Allegheny

The foregoing instrument was acknowledged before me this 24
day of December, 1996, by Thomas E. Wallace, as
Director of The Waldec Education Foundation, Inc., a Florida
Charitable Not For Profit Corporation, on behalf of the
corporation. He is: (✓) personally known to me; or () has
produced _____ as identification.

My Commission Expires:

Michael G. Fanto
Printed Name
Notary Public - State of Pennsylvania
Notarial Seal
Michael G. Fanto, Notary Public
Blawie, Pa., Allegheny County
My Commission Expires Dec. 9, 2000
Member, Pennsylvania Association of Notaries

WLM05B04