

N94000006227

MURRAH, DOYLE AND WIGLE, P.A.

ATTORNEYS AND COUNSELLORS AT LAW
MORSE BOULEVARD PROFESSIONAL CENTER
800 WEST MORSE BOULEVARD
WINTER PARK, FLORIDA 32789

November 24, 1997

KENNETH F. MURRAH
PATRICK W. DOYLE
BRUCE M. WIGLE, III

MAILING ADDRESS
POST OFFICE BOX 1328
WINTER PARK, FLORIDA 32790
TELEPHONE (407) 644-9801
FAX (407) 644-0820

FEDERAL EXPRESS

Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

900002363369-7
-12/04/97-01098-005
*****35.00 *****35.00

Attn: Corporate Records Bureau

Re: Articles of Amendment of FOSTER PARENTING, INC.

Dear Sir or Madam:

I enclose Articles of Amendment for this corporation and a \$35.00 check for the filing fee.

Very truly yours,

Patrick W. Doyle

PATRICK W. DOYLE

PWD/smb
encs

FILED
97 NOV 25 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

Del 12/3

CORATAMND

ARTICLES OF AMENDMENT OF
FOSTER PARENTING, INC.

FILED
97 NOV 25 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is: FOSTER PARENTING, INC.
2. The Articles of Incorporation are amended to add Article 8 as follows:

Article 8 - Certain Restrictions

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the 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 Article 3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. The Articles of Incorporation are amended to add Article 9 as follows:

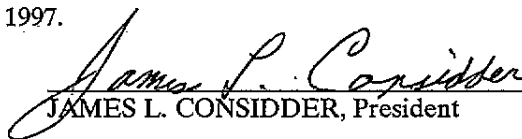
Article 9 - Dissolution

Upon a 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 the 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 so disposed shall be disposed of by a court of competent jurisdiction 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 such court shall determine, which are organized and operated exclusively for such purposes.

4. There are no members. The directors adopted the foregoing amendment on November 24, 1997. This amendment was approved by a majority vote of the directors.

5. This Amendment is adopted under the provisions of Section 617.1006 Florida Statutes, and shall be effective upon filing with the Secretary of State, State of Florida.

DATED this 24 day of November, 1997.


JAMES L. CONSIDDER, President