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BASIC AMENDMENT

GIVE KIDS THE WORLD FOUNDATION, INC.

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

November 1, 1999

GIVE KIDS THE WORLD FOUNDATION, INC. 210 SOUTH BASS RD. KISSIMMEE, FL 34746

SUBJECT: GIVE KIDS THE WORLD FOUNDATION, INC.

REF: N95000000111

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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Darlene Connell Corporate Specialist FAX Aud. #: H99000027516 Letter Number: 699A00052181

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF GIVE KIDS THE WORLD FOUNDATION, INC.

Pursuant to the provisions of Section 617.1001, Florida Statutes, the undersigned Florida non-profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

<u>FIRST</u>: Article I of said Articles of Incorporation is amended by deleting the provisions of said Article I as the same now exists, and by substituting, in lieu thereof, the following:

"ARTICLE I

NAME

The name of this Corporation shall be GIVE KIDS THE WORLD TRUST, INC."

SECOND: Article VII of said Articles of Incorporation is amended by deleting the provisions of said Article VII as the same now exists, and by substituting, in lieu thereof, the following:

"ARTICLE VII

OFFICERS AND TRUSTEES

The affairs of the Corporation shall be managed by a Board of

Anthony J. Scaletta, Esq. Florida Bar No. 0058246 P.O. Box 3829 Orlando, Florida 32802-3829 (407) 426-2360 Trustees consisting of a minimum of five (5) members and a maximum of twenty-five (25). The method for choosing trustees shall be fixed in the Bylaws of the Corporation.

The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer and such other officials as shall from time to time be provided for in the Bylaws. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Trustees at the annual meeting of the Board. In the event of a vacancy on the Board of Trustees or in any office for any reason, the Board of Trustees shall fill such vacancy for the unexpired term in the manner prescribed by the Bylaws."

THIRD: A new Article XIV shall be added to the Articles of Incorporation as follows:

"ARTICLE XIV

ADDRESS

The street address and mailing address of the principal office of the Corporation shall be 210 South Bass Road, Kissimmee, Florida 34746."

FOURTH: The foregoing Amendment was approved by the sole member of the Corporation on August 27, 1999.

<u>FIFTH</u>: The foregoing Amendment was approved by the Board of Directors on August 27, 1999.

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IN WITNESS WHEREOF, the undersigned Vice President of this Corporation has executed these Articles of Amendment this 27 day of October, 1999.

GIVE KIDS THE WORLD FOUNDATION, INC.

Steppen G. Salley

(CORPORATE SEAL)