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March 12, 1998

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

600002457836--5
-03/16/98-01045-016
*****35.00 *****35.00

Re: *ASSOCIATION FRANCO-FLORIDIENNE, INC.*

Dear Sirs or Madam,

Enclosed herewith please find an Amendment to the Articles of Incorporation for the above captioned Florida Corporation, together with a Check for \$35.00 as the filing fee for same.

If there is anything further that you require, please do not hesitate to contact the undersigned.

Very truly yours,

STEVEN A. EDELSTEIN

SAE:se

Enclosures

FILED
98 MAR 16 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDMENT TO ARTICLES OF INCORPORATION
OF
ASSOCIATION FRANCO-FLORIDIENNE, INC.**

Pursuant to the provisions of the Florida Not For Profit Corporation Act, Sections 617.1001 and 617.1002 *Florida Statutes*, the ASSOCIATION FRANCO-FLORIDIENNE, INC., at a Special Joint Meeting of the Members and the Board of Directors held on February 25, 1998, at Miami, Dade County, Florida, called for the specific purpose of considering this Amendment, and upon recommendation of the officers and directors, with a quorum present and by unanimous vote, the Members and the Board of Directors herewith adopt the following Amendment to Article IV of the Articles of Incorporation, relating to Members:

ARTICLE IV

MEMBERS

The Corporation shall have Five Voting Members and Four Non-Voting Members, which number of Members may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The qualifications for and other matters relating to the Members, including rights of members, termination of membership, transferability of membership, and all other matters relating to membership, shall be as set forth in the Bylaws of the Corporation. The Bylaws of the Corporation shall provide for Non-Voting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The Bylaws of the Corporation may provide for *ex officio* and honorary Members, and their rights and privileges. The Voting and Non-Voting Members of the Corporation shall include the following:

1. Representative appointed by the ALLIANCE FRANÇAISE;
2. Representative appointed by the ASSOCIATION DE L'ECOLE FRANÇAISE DE MIAMI, INC.;
3. Representative appointed by the FRENCH-AMERICAN CHAMBER OF COMMERCE OF MIAMI / FT. LAUDERDALE, INC.;
4. Representative appointed by the MIAMI ACCUEIL, INC.;
5. Chairman of Department of Foreign Language, UNIVERSITY OF MIAMI;
6. The Counsel General of France in Miami, Florida [Non-Voting];

IN WITNESS WHEREOF, the undersigned have signed this Amendment to Articles of Incorporation on this 25th day of February, 1998.



David Ellison

David ELLISON, President

Attest: *Steven A. Edelstein*
Steven A. EDELSTEIN, Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA