

LAW OFFICES OF BARRY R. GAINSBURG

ONE CLEAR LAKE CENTRE

SUITE 600

250 SOUTH AUSTRALIAN AVENUE
WEST PALM BEACH, FLORIDA 33401

ADMITTED IN
FLORIDA & NEW YORK

N95000004994

TELEPHONE
(561) 655-5885
TELEFAX
(561) 655-5496

July 13, 1998

Division of Corporations
Amendment Section
George Firestone Bldg.
409 E. Gaines Street
Tallahassee, FL 32399

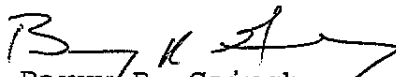
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Dear Sir/Madam:

Enclosed please find the original and a copy of the Articles of Amendment to Articles of Incorporation of The Imagine Stage Company, Inc. and \$87.50 for filing fees and a certified copy.

Please return a copy of the filed Articles of Amendment and Certified Copy to my business address, printed above. Thank you for all of your help and cooperation in this matter, and if you have any questions or comments please feel free to discuss them with me.

Sincerely,


Barry R. Gainsburg, Esq.
Corporate Counsel

FILED
98 JUL 21 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.
7-22-98
CC

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
THE IMAGINE STAGE COMPANY, INC.**

**FILED
98 JUL 21 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendments adopted: The Articles of Incorporation are amended by striking Article 2 - Purpose of Corporation in its entirety and inserting in lieu thereof the following:

ARTICLE 2 - PURPOSE OF THE CORPORATION

The corporation is organized exclusively for charitable, cultural, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

SECOND: The date of adoption of the Amendment was July 6, 1998.

THIRD: Adoption of Amendment

☒ The amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

Corporation Name: THE IMAGINE STAGE COMPANY, INC.

Signature of President: Elena M. Garcia

Printed Name: Elena M. Garcia

Title: President

Date: July 7, 1998