400000066

Attorney At Lew 204 SCOTLAND STREET **DUNEDIN, FLORIDA 34698** (813) 733-9064

September 17, 1

Attorneys' Title Insurance Fund, Inc. 660 East Jefferson Street, Suite 200 Tallahassee, Florida 32301

Attention: Barbara

RE: Wu Gong Co.

Dear Barbara:

000002298870--3 -09/22/97--01004--005 *****87.50 *****87.50

Enclosed is the original and one copy of Amended Articles Of Incorporation Of Wu Gong Co. Please file the original with the Secretary of State, Division of Corporations, have the copy stamped "FILED" by the Secretary of State with the date filed, and return the copy to my office at your earliest convenience.

Also enclosed is check #2371 in the amount of \$87.50 made payable to the Department Of State, representing the filing fee of \$35.00 and \$52.50 for Certification.

In addition, enclosed is check #2370 in the amount of \$10.00 for The Fund's service fee for filing corporate documents.

Your prompt attention to this matter is greatly appreciated.

Sincerely,

Deborah A. Bushnell

DAB: jm not copy'
Enclosures certified

C:\DOCS\COM\GONG4

FROM : DEBORAH A BUSHNELL

SEP. 29. 1997 11: 179M P/: PHONE NO. : 813 733, 0582



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

97 SEP 29 PM 2: 25
DIVISION OF COMPURATION

September 22, 1997

ATTORNEYS' TITLE INSURANCE FUND, INC.

TALLAHASSEE, FL

SUBJECT: WU GONG CO. Ref. Number: N96000000066

We have received your document for WU GONG CO. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

Restated Articles of Incorporation for a Florida nonprofit corporation are filed pursuant to section 617.1007, Florida Statutes. Enclosed is a copy of chapter 617.

There is no provision in chapter 617, Florida Statutes, for an incorporator to amend a nonprofit corporation — the proper form setting forth the requirements for filling a nonprofit amendment is attached.

If there are <u>MFMBFRS FNTITI FD TO VOTE</u> 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 <u>NO MEMBERS OR MEMBERS ENTITLED TO VOTE</u> 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.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

FROM : DÉBORAH A BUSHNELL

if you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French Corporate Specialist

Letter Number: 297A00046782

Deborah A. Bushnell

Attorney At Linv
204 SCOTLAND STREET
DUNEDIN, FLORIDA 34698
(813) 733-9064

September 25, 1997

VIA UPS OVERNIGHT

Attorneys' Title Insurance Fund, Inc. 660 East Jefferson Street, Suite 200 Tallahassee, Florida 32301

Attention: Barbara

RE: Wu Gong Co.

Dear Barbara:

Enclosed is the original and one copy of Articles Of Amendment to Articles Of Incorporation Of Wu Gong Co.

Please file the original with the Secretary of State, Division of Corporations, have the copy stamped "FILED" by the Secretary of State with the date filed, and return the copy to my office by overnight UPS. A label for this purpose is enclosed for your convenience.

Also enclosed is check #2385 in the amount of \$10.00 for The Fund's service fee for filing corporate documents.

Your prompt attention to this matter is greatly appreciated.

Sincerely,

Deborah A. Bushnell

DAB:jm Enclosures

ARTICLES OF AMENDMENT

to

FILED

ARTICLES OF INCORPORATION

97 SEP 29 PM 4: 02

of

SECRETARY OF STATE TALLAHASSEE, FLORIDA

	WU GONG CO.					
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:	Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETER	D)				

ARTICLE IX is added to the Articles of Incorporation

See Attachment A.

of WU GONG CO. as follows:

SECOND:	The date of adoption of the ame	endment(s) was:	September	11, 1997			
THIRD:	Adoption of Amendment (CHECK	ONE)					
	The amendment(s) was(were) adopted by the members and the number of votes cast for amendment was sufficient for approval.						
X	. The amendment(s)						
WU GONG CO.							
Corporation Name							
/	Signature of Chairman, Vice Chairman, President or other officer						
 -							
	NICK	SCRIMA Typed or printed name					
	President	September 1	1, 1997				
	Title		Date				

ATTACHMENT A

ARTICLE IX Exempt Status

Said organization is organized exclusively for charitable, 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 corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(g)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, 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 organization 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.