

THOMAS V. CLOSE, Attorney at Law

Suite 11A - Wellington Mall
12794 W. Forest Hill Boulevard
Wellington, Florida 33414

Telephone (561) 798-5535
Facsimile (561) 798-5595

N96000000640

May 7, 1997

Federal Express

Secretary of State
Corporate Division
409 East Gaines
Tallahassee, FL 32301

RE: THE HELP OUR PEOPLE ENDURE FARM FOUNDATION, INC.
A FLORIDA CORPORATION - NOT FOR PROFIT
SECOND ARTICLES OF AMENDMENT

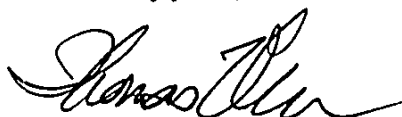
400002171894--1
-05/08/97--01124-006
*****87.50 *****87.50

Dear Sir/Madam:

Enclosed for filing, please find the original Second Articles of Amendment of THE HELP OUR PEOPLE ENDURE FARM FOUNDATION, INC., together with a copy. Also enclosed is a check in the sum of \$87.50 in payment of the filing fee and certified copy fee.

Please return the certified copy via Federal Express using the FedEx material enclosed. Thank you for your assistance.

Sincerely yours,


THOMAS V. CLOSE

TVC:tr
enclosures

Amendment
5/11/97
DC

FILED
97 MAY -8 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND
ARTICLES OF AMENDMENT

OF

THE HELP OUR PEOPLE ENDURE FARM FOUNDATION, INC.

A FLORIDA CORPORATION
NOT FOR PROFIT

FILED
97 MAY -8 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE A

THESE SECOND ARTICLES OF AMENDMENT AMEND THE ARTICLES OF INCORPORATION OF THE HELP OUR PEOPLE ENDURE FARM FOUNDATION, INC., AS AMENDED BY THE ARTICLES OF AMENDMENT APPROVED NOVEMBER 12, 1996 WHICH WAS INCORPORATED IN THE STATE OF FLORIDA EFFECTIVE FEBRUARY 1, 1996.

ARTICLE B

THE ARTICLES OF INCORPORATION HAVE BEEN AMENDED BY THE DELETION OF THE PREVIOUS ARTICLE IV - PURPOSE, AND A SUBSTITUTION OF THE FOLLOWING ARTICLE IV:

"ARTICLE IV - PURPOSE

This Corporation is organized in order to provide a full range of educational, vocational, and job training experiences, including humanitarian support services to persons who are under privileged, disadvantaged, uneducated, skill deficient, abused, disturbed, medically needy and in need of support in their effort to achieve a higher and better state of well being in order to make a contribution to mankind.

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(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be

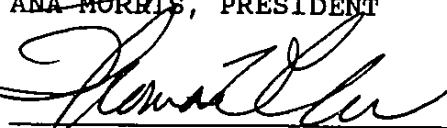
distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed 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."

ARTICLE C

THE CORPORATION DOES NOT HAVE MEMBERS, AND THE FOREGOING AMENDMENT WAS ADOPTED BY A UNANIMOUS VOTE OF THE BOARD OF DIRECTORS AT A DULY HELD SPECIAL MEETING OF THE BOARD OF DIRECTORS ON MAY 1, 1997.



ANA MORRIS, PRESIDENT



THOMAS V. CLOSE, SECRETARY