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September 4, 1998

Division of Corporations Secretary of State of Florida P.O. Box 6327 Tallahassee, FL 32314

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Re: Filing of Amendment

Dear Gentlepersons:

Please find enclosed for filing an Article of Amendment dated April 17, 1998. Also enclosed is a copy of the Articles and a check in the amount of \$35.00 to cover the cost of the filing. Please file the Articles of Amendment and date stamp the enclosed copy and return the copy to me in the enclosed envelope. Please call if there are any problems with the above.

Sincerely,

Helaine M. Blum

Attorney for Corporation

Enclosure

Just 2000001213



ARTICLES OF AMENDMENT to ARTICLES OF INCORPORATION of ESTEEM FOR FLORIDA YOUTH, INC.

Pursuant to the provisions of section 615.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendments adopted:

1) Article III of the Articles of Incorporation is hereby deleted and the following is substituted in its place:

"ARTICLE III - PURPOSES

The purposes for which this corporation is formed are to provide programs to economically disadvantaged children and their families, and to specialize in social entrepreneurship by working with community groups to help them hire and train neighborhood residents to implement, administer and fund their own social programs."

2) Article IV of the Articles of Incorporation is hereby deleted and the following substituted in its place:

"ARTICLE IV - MEMBERSHIP

This Corporation will be a non-membership corporation."

- 3) The last paragraph of Article VII of the Articles of Incorporation is hereby deleted and the following is substituted in its place:
- "Thereafter, the affairs of the Corporation shall be conducted and managed by a Board of Directors consisting of not less than seven (7) members, as fixed from time to time by the By-Laws of the Corporation and Directors shall be elected or appointed in the manner provided in the By-Laws of the Corporation."
- 4) Article IX of the Articles of Incorporation is hereby deleted and the following is substituted in its place:

"ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend, alter, change, repeal and revise any of the provisions of this Corporation's Articles of Incorporation in the manner now, or hereafter prescribed by statute."

The date of adoption of the amendment was April 17, 1998. SECOND:

There are no members entitled to vote on the amendment. The THIRD: amendment was adopted by the board of directors.

ESTEEM FOR FLORIDA YOUTH, INC.

Signature of President

PAMELA M. MANN President