

N96000006191



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 311344 3378A

AUTHORIZATION :

COST LIMIT : \$ 612.50

ORDER DATE : March 28, 1997

ORDER TIME : 10:28 AM

ORDER NO. : 311344-005

CUSTOMER NO: 3378A

CUSTOMER: David F. Hanley, Esq
Brinkley Mcnerney Morgan
Suite 1800
200 E. Las Olas Boulevard
Fort Lauderdale, FL 33301

Amend
400002127424--2
-03/28/97--01102--004
****612.50 ****612.50

DOMESTIC AMENDMENT FILING

NAME: AMERICAN AIDS FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

11 CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

FILED
97 MAR 28 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

57 MAR 28 1997

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
AMERICAN AIDS FOUNDATION, INC.

FILED
97 MAR 28 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes (1995), this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The first Paragraph of Article 3 of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE 3 - PURPOSE

The purpose for which this corporation is organized is for charitable purposes to provide hospital or medical care to the public through the operation of out-patient clinics and particularly for the treatment of persons afflicted with AIDS or the AIDS virus.

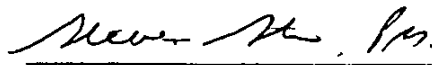
SECOND: The third Paragraph of Article 3 of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons except that this corporation 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 this article.

THIRD: The date of the amendment's adoption is January 1, 1997.

FOURTH: The amendment was adopted by the board of directors on January 1, 1997, without member action because the Corporation has no members.

Signed this 20 day of March, 1997.



STEVEN STEINER, President

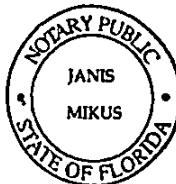
STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, appeared STEVEN STEINER, as President of American AIDS Foundation, Inc., who is personally known to me and who executed the foregoing Articles of Amendment to Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Amendment to Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of March, 1997.


Notary Public, State Of Florida

My Commission expires:



F:\WPFILES\CAROL\MB\CAAF\ARTAMEND.FRM

OFFICIAL NOTARY SEAL
COMMISSION NO. CC619813
MY COMMISSION EXP FEB. 1, 2001