

COUNTRYMAN & ASSOCIATES, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

N96000006333

May 01, 1998

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-05/04/98--01066--017
*****87.50 *****87.50

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

Dear Sir or Madam:

Enclosed please find amendments to the Articles of Incorporation for MATRIX INDEPENDENT COLOR GUARD, INC.. A check in the amount of \$87.50, to cover the \$35.00 Filing Fee and \$52.50 for a Certified Copy, has been included with this letter.

Please send the Certified Copy to the following address:

Countryman & Associates, P.A.
16011 Nebraska Avenue North
Suite 107
Lutz, FL 33549

If you need any further information, please call me at your convenience.

Sincerely,

John A. Countryman
John A. Countryman, CPA
Countryman & Associates, P.A.

JAC:sc
enclosures

*Mr. Countryman authorized
to add number of votes cast
was sufficient for
approval*

*Amend
LPT
5-11-98*

FILED
98 MAY -4 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

§214

FILED

2-90.8

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION

98 MAY -4 AM 11:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The name of the corporation is: Matrix Independent Color Guard, Inc.

SECOND: The following amendment(s) to the articles of incorporation was (were) adopted by the corporation:

ARTICLE VII
Distribution of Assets

"see attached sheet"

THIRD: The amendment(s) was (were) adopted by the Board of Matrix Independent Color Guard, Inc. on the 1st day of May, 1998.

FOURTH: The above amendment(s) was (were) approved by a majority of the members of the corporation on the 1st day of May, 1998, and the number of votes cast was sufficient for approval.

Dated May 1, 1998

Matrix Independent Color Guard, Inc.
Corporation Name

FIA D.L.'s

C 536 461-49-108-0

3-28 99

By John Countryman
President or Vice President John Countryman

By Susan K. Maffeo
Secretary or Assistant Secretary Susan K. Maffeo

2-90.9

§214

STATE OF Florida

COUNTY OF Hillsborough

Before me, the undersigned authority, personally appeared John Countryman, to me well known to be the person(s) who executed the foregoing articles of amendment to articles of incorporation and acknowledged before me, according to law, that (he/she/they) made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1 day of May, 1998.

Cindy L. Ferry
Notary Public

My commission expires:



ARTICLE VII

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall after paying or making provision for the payment of all the liabilities of the corporation, shall distribute all of the assets of the corporation to such organization or organizations organized and operating exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of the future United States Internal Revenue Law), as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.