

N 96000006452

ROGERS, TOWERS, BAILEY, JONES & GAY  
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. New Outlook II, Inc.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #) 7196000006452
3. \_\_\_\_\_  
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4. \_\_\_\_\_  
 (Corporation Name) (Document #) 300002423519-5  
-02/06/98-01043-008  
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<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
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ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
NEW OUTLOOK II, INC.

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Pursuant to Chapter 617, Florida Statutes, New Outlook Inc., a Florida not for profit corporation, does hereby amend its Articles of Incorporation as follows:

1. ARTICLE V Paragraph (d): This paragraph, dealing with the distribution of the assets of the Corporation upon its dissolution, is hereby repealed in its entirety and the following is substituted therefor:

(d) In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for non-profit purposes similar to those of the Corporation other than one created for religious purposes. Provided, however, that the Corporation shall, at all times, have the power to convey any and all of its property to the secretary of Housing and Urban Development.

2. Except as amended hereby, the Articles of Incorporation shall remain in full force and effect.

3. The Board of Directors of the Corporation adopted a resolution setting forth the proposed Amendment on February 5, 1998. The number of votes in favor of such Amendment were sufficient for approval. Membership approval is not required to approve this Amendment.

IN WITNESS WHEREOF, New Outlook II, Inc., hereby certifies that these Articles of Amendment were adopted by the Corporation on February 5, 1998.

NEW OUTLOOK II, INC.

By: \_\_\_\_\_

Name: Mr. E.C. Gregory  
Title: President