



THE UNITED STATES  
CORPORATION  
COMPANY

N97000001076

ACCOUNT NO. : 072100000032

REFERENCE : 360871 4301957

AUTHORIZATION

COST LIMIT : \$ 35.00 *Patricia P. Smith*

ORDER DATE : May 9, 1997

ORDER TIME : 11:41 AM

ORDER NO. : 360871-005

CUSTOMER NO: 4301957

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CUSTOMER: Elaine Ross, Legal Assistant  
Rosen & Reade, LLP  
757 Third Avenue, 6th Floor

New York, NY 10017-2049

DOMESTIC AMENDMENT FILING

NAME: BEVERLY AND MARVIN MILLER  
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

FILED  
97 MAY -9 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

519  
*Amend*  
RECEIVED  
97 MAY -9 PM 11:12  
DIVISION OF CORPORATION

**FILED**

**97 MAY -9 PM 3: 15**

**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

**ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
BEVERLY AND MARVIN MILLER FOUNDATION, INC.**

To the Department of State  
State of Florida

Pursuant to the provisions of Section 607.1006 of the Florida Not For Profit Corporation Act, the corporation hereinafter named (the "Corporation") does hereby execute the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is BEVERLY AND MARVIN MILLER FOUNDATION, INC.
2. ARTICLE III of the Articles of Incorporation is hereby amended to read as follows:

**ARTICLE III**

The specific purpose or purposes for which the Corporation is organized are: to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, cultural or educational purposes by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the Treasury Regulations promulgated thereunder as they now exist or as they may hereafter be amended; to do any and all lawful acts suitable, useful, desirable or proper, for the advancement, promotion, fostering or accomplishment of any of the aforesaid purposes, directly or indirectly, but not for the pecuniary profit or financial gain of its members, directors or officers.

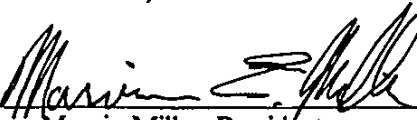
The Corporation is organized and operated for purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 and the Treasury Regulations promulgated thereunder as they now exist or as they may hereafter be amended. No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, director, or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidates for public office.

3. The Corporation has no members.

4. The aforesaid amendment was adopted by the affirmative vote of the Board of Directors of the Corporation on April 30, 1997.

Dated this 30<sup>th</sup> day of April, 1997.

BEVERLY AND MARVIN MILLER  
FOUNDATION, INC.

By:   
Marvin Miller, President