

CONCEPCION, SEXTON & URDANETA

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

CARLOS F. CONCEPCION, P.A.
FRANCIS X. SEXTON, JR., P.A.
JUAN VICENTE URDANETA*
DAVID A. PEARSON
JULIE A. FERGUSON
THOMAS A. GILLESPIE
VICTORIA MARABOTTO
PEDRO SAEZ**
GEORGE T. REMONIN
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FOREIGN LEGAL CONSULTANT*
ADMITTED ONLY IN VENEZUELA
SPECIAL COUNSEL**

October 30, 1997

VIA UNITED PARCEL SERVICE

Florida Department of State
Attn: Amendment Section
409 E. Gain Street
Tallahassee, FL 32399

100002336231--1
-11/03/97--01087--019
*****35.00 *****35.00

Re: Little Children of Fundana, Inc.

Dear Sir or Madam:

Enclosed please find original and a copy of Amendment to Articles of Incorporation of Little Children of Fundana, Inc., along with a check in the amount of \$35.00 for payment of the filing fee. Please return a stamped copy to our office in the enclosed self-addressed stamped envelope.

Thank you for your attention to this matter. Should you have any questions, please feel free to contact me.

Very truly yours,

Maria Victoria Marabotto
MARIA VICTORIA MARABOTTO

MVM/ita
Encls.

F:\CARLOS\FUNDANA\LTRS\DEPTSTAT.001



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 5, 1997

CONCEPCION, SEXTON & URDANETA
% MARIA MARABOTTO
999 PONCE DE LEON BLVD., SUITE 1015
CORAL GABLES, FL 33134

SUBJECT: LITTLE CHILDREN OF FUNDANA, INC.
Ref. Number: N97000001546

We have received your document for LITTLE CHILDREN OF FUNDANA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 397A00053582

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FOREIGN LEGAL CONSULTANT *
ADMITTED ONLY IN VENEZUELA
SPECIAL COUNSEL **

January 8, 1998

Carol Mustain
Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Dear Ms. Mustain:

Pursuant to our telephone conversation, enclosed herewith please find the Articles of Amendment to the Articles of Incorporation with Little Children of Fundana, Inc.

As I explained, the filing fee of \$35.00 was sent in late October. However, the Amendment was not filed but rather returned to me for certain changes. I have misplaced your letter which I was required to include with the corrected amendment.

I am sending the original and a copy of the Amendment. Please return a stamped copy to our office in the enclosed self-addressed stamped envelope.

Thank you for your attention to this matter.

Sincerely,



VICTORIA MARABOTTO

VM:dfp

Encls.

*1405.000
F:\CARLOS\FUNDANA\LTRS\DEPTSTAT.002

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
LITTLE CHILDREN OF FUNDANA, INC.**

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

RESOLVED, that the following Articles of Incorporation of Little Children of Fundana, Inc. shall be amended in its entirety as follows:

ARTICLE I - NAME

The name of this Corporation shall be **AMERICAN FRIENDS OF LITTLE CHILDREN, INC.**

ARTICLE VII - BOARD OF DIRECTORS

Except as otherwise provided by law, by these Articles of Incorporation, or by the Corporation Bylaws, the business and affairs of this Corporation shall be conducted by, and the powers of this Corporation shall be exercised by or under the authority of a Board of Directors.

The Board of Directors shall be elected or appointed as set forth in the Bylaws.

This Corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The Directors named herein as the initial Directors shall hold office until the first organizational meeting of the Board of Directors of the Corporation, at which time a new Board of Directors shall be elected or appointed as provided for in the Corporation Bylaws. The names and addresses of the initial directors of this corporation are:

Francis Cohen
Liliane de Stransky
Elsa de Morgenstern
Sandra de Krygier

Ave. Francisco Fajardo, San Bernardino #37, Caracas, Venezuela
Ave. Francisco Fajardo, San Bernardino #37, Caracas, Venezuela
Ave. Francisco Fajardo, San Bernardino #37, Caracas, Venezuela
Ave. Francisco Fajardo, San Bernardino #37, Caracas, Venezuela

ARTICLE IX - MEMBERS

This Corporation shall have no members.

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of the Corporation acting in accordance with law and as set forth in the Corporation Bylaws.

99 JAN 20 PM 1:39
RECEIVED
TALLAHASSEE FLORIDA

APPROVED
AND
FILED

ARTICLE XI - PRIVATE PROPERTY

The private property of the Officers of this Corporation and the Board of Directors shall be exempt from liability for the debts of this Corporation.

ARTICLE XIII - DEDICATION AND DISSOLUTION OF ASSETS

All the property and assets of this Corporation are dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 501(c)(3) of the Internal Revenue Code of 1986.

No part of said property or assets shall inure to the benefit of any Director or Officer of this Corporation or to the benefit of any private individual. However, reasonable compensation may be paid to employees or consultants for services rendered to or for the Corporation affecting one or more of its purposes.

Upon the dissolution, winding up or abandonment of the Corporation, the Directors of the Corporation shall, after payment, or provision for payment, of all debts and liabilities of this Corporation, dispose of all assets of the Corporation to such an organization or organizations as the Directors choose which are organized and operated exclusively for charitable or educational purposes as shall at the time have established tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

ARTICLE XV

Amendments to these Article of Incorporation may be adopted only by the Board of Directors of the Corporation acting in accordance with law and pursuant to the Bylaws of the Corporation.

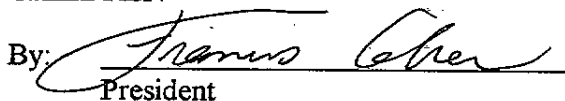
IN FURTHERANCE THEREOF, the foregoing amendment of the Articles of Incorporation was adopted by the Board of Directors of the Corporation on November 20, 1997, in the manner prescribed by section 607.1003, Florida Statutes. There are no members or members entitled to vote on the amendment.

Dated November 20, 1997

ATTEST:


Secretary

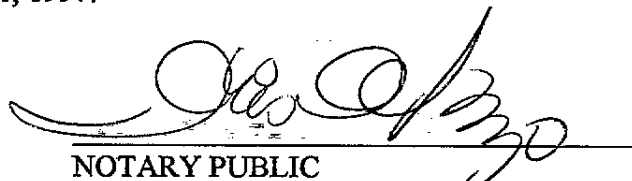
AMERICAN FRIENDS OF LITTLE
CHILDREN

By: 
President

STATE OF FLORIDA }
COUNTY OF DADE }

On this day personally appeared Francis de Cohen, President, and Sandra de Krygier, Secretary, of the above named Florida corporation, and severally acknowledged to and before me that they executed the above and foregoing Articles of Amendment as such officers for and on behalf of said corporation after having been duly authorized to do so. They are personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at the County and State aforesaid, this ____ day of November, 1997.


NOTARY PUBLIC

