

N97000003963

3618 Red Oak Circle
Orange Park, FL 32073
(904) 264-3463 Fax 269-4951
e-mail kyker.brayton@juno.com

ASPIRE

February 19, 1998

Dear Ms. Lewis:

100002451201--3
-03/10/98--01001--017
*****82.50 *****82.50

Enclosed are the Articles of Amendment as directed by telephone conversation with you on February 13, 1998. I thank you for your patient explanation and guidance through this process. We trust we have complied with sections 617.1006 and 617.01201, Florida Statutes.

We wish the amendments to be effective immediately; the registered agent remains the same; and we are enclosing a check for \$82.50 to cover the filing fee (\$35) and a certified copy (\$52.50).

You asked me to remind you that we need quick turn-around on this as our eligibility to apply for funding of an adult education program in a state prison depends on approval of these articles. Thank you for expediting the process.

Sincerely,

Glenna Kyker, PhD
Glenna Kyker, PhD
President

FILED
98 FEB 24 PM 4: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Correspondence

100002451201--3
-03/10/98--01001--018
*****5.00 *****5.00

ASPIREing minds want to grow!

Amend
TUE FEB 24 1998

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
ASPIRE Group, Inc.

FILED
98 FEB 24 PM 4: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

FIRST: Amendments adopted are ARTICLES 3, 9, AND 10.

3. PURPOSE. The purpose of this corporation is to provide formal training, counseling, and education for inmates incarcerated in correctional facilities within the Northeast Florida Region in accordance with the laws of the United States and the State of Florida for not for profit corporations.

ASPIRE is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

9. FINANCES. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code.

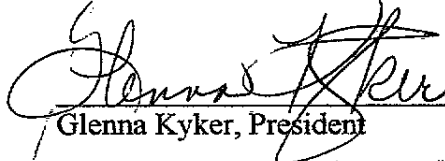
10. DISSOLUTION OF THE ORGANIZATION. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SECOND: Date of adoption of the amendments was February 16, 1998.

THIRD: There are no members entitled to vote on the amendments. The board of directors adopted the amendments.

CORPORATE NAME: ASPIRE Group, Inc.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Amendments to the Articles of Incorporation this 16th day of February 1998.

 2/16/98
Glenna Kyker, President Date