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June 27, 1998

Ms. Sandra B. Mortham
Florida Department of State
Division of Corporations
PO Box 6327 - Tallahassee - Florida - 32214

Ms Mortham:

I enclosed the amendments of the Articles of the Corporation of Historic Flagler Station, approved by the Board of Directors, on April 9, 1998 and a check for the amount of \$35.00 to cover the filing fee's.

If you have any questions or need more information, please contact:

Historic Flagler Station, Inc
P.O Box 1673
Fort Lauderdale - Florida - 33302
Telephone: 954-467-0007

or

Joe Guerrero
7310 N.W. 49th St.
Lauderhill - Florida - 33319
Telephone: 954-749-1828
Fax: 956-572-0319

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*****35.00 *****35.00

Respectfully

Historic Flagler Station, Inc


Joe Guerrero
Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL -1 AM 7:30

FILED

Amend

Joe 7/1/98

FILED
98 JUL -1 AM 7:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

HISTORIC FLAGLER STATION, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendments to its articles of incorporation.

First:

ARTICLE III - PURPOSE - (AMENDED)

Historic Flagler Station Inc is organized exclusively for educational purpose to preserve, restore and recreate a part of South Florida's railroad and transportation history. The acquisition, restoration and preservation of railroad cars and engines, antique automobiles, boats, small aircraft and any other type of transportation.

ARTICLE XI - DISSOLUTION - (AMENDED)

Upon the dissolution of the organization, assets shall be distributed for one or more purposes within the meaning of the section 501 (c) (3) of the Internal Revenue Service 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 purpose or to such organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

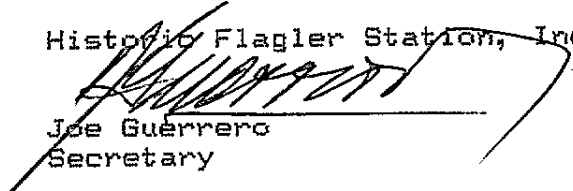
Second:

The date of adaptation of the amendments was April 9, 1998

Third:

There are no members entitled to vote the amendment. The amendments were adopted by de board of directors

Historic Flagler Station, Inc.


Joe Guerrero
Secretary

June 26, 1998