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FILED
99 MAR -9 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Unlimited Strengths, Inc.
P. O. Box 453906
Miami, FL 33245-3906
Telephone: (305) 854-1278

March 6, 1999

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-03/09/99-01094-003
*****52.50 *****52.50

Florida Division of Corporations
Amendment Section
P. O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Enclosed please find two (2) conforming copies of Articles of Amendment to Articles of Incorporation of Unlimited Strengths, Inc., to be filed.

We are requesting three (3) certified copies of the filed amendments as well.

Enclosed is a check for \$52.50, to cover the filing fee and fee for certified copies. Copies should be sent, and any inquiries made to the above address and telephone number.

Thank you,

Paul C. Briggs

Paul C. Briggs, Co-chairperson
Unlimited Strengths, Inc.

Amend

VS MAR 15 1999

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
UNLIMITED STRENGTHS, INC.

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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.

ARTICLE IV

The Corporation is organized exclusively for charitable, 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. The Corporation may receive and administer funds for scientific, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to the amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such a manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, 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, trustee, 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 candidate for public office.

Upon the dissolution of the Corporation or winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation 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.

Amended by addition of the following paragraph:

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VII

The names and address of the persons who shall serve as permanent directors until such time as they resign their position and are replaced are as follows:

Paul C. BRIGGS, Director
264 SW 22 Road
Miami, FL 33129

Stephanie A. SCHWARTZ, Director
129 12th Avenue NW
Hickory, NC 28601

Mark MEDORE, Director
1050 NE 91 Terrace
Miami Shores, FL 33138

Amended to update the addresses of the named permanent directors as follows:

The names and address of the persons who shall serve as permanent directors until such time as they resign their position and are replaced are as follows:

Paul C. BRIGGS, Director
1600 SW 1st Avenue, #6B North
Miami, FL 33129

Stephanie A. SCHWARTZ, Director
2513 Pinoak Drive
Hickory, NC 28602

Mark MEDORE, Director
11001 NE 8th Court
Biscayne Park, FL 33161

The date of adoption of the amendments was: March 5, 1999.

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

Unlimited Strengths, Inc.

Corporation Name

Paul C. Briggs

Signature of Co-chairperson

Paul C. BRIGGS, Co-chairperson

Printed name and title

Date: March 6, 1999