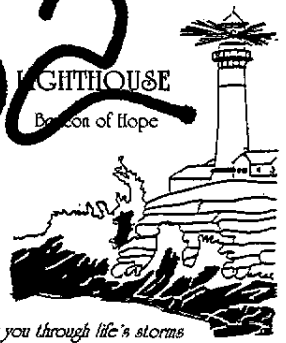


N98000001252



June 2, 1998

Florida Department of State
Division of Corporations
Doris Brown
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED
98 JUN -9 AM 9:00
DIVISION OF CORPORATIONS

RE: N98000001252

Dear Ms. Brown:

Enclosed is an Amemdment to the Articles of Incorporation for the above named corporation. Please process and return to the registered agent -

Sherri-Ann Armoogan
1802 Needles Lane
Largo, FL 33771

700002572127--8
-06/25/98--01011--015
*****35.00 *****35.00

Should you need additional information, please feel free to contact me at the number listed below. Thank you for your assistance in this matter.

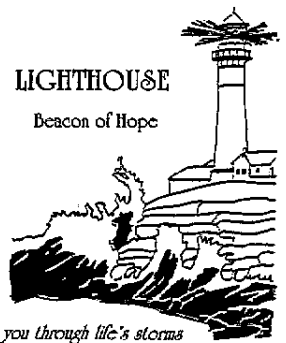
Sincerely,

Sherri-Ann Armoogan, M.B.A.
Administrative Director

FILED
98 JUN 25 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

See 6/25



June 22, 1998

Theresa Brown
Corporate Specialist
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Subject: Lighthouse - Beacon of Hope, Inc.
Ref. #: N98000001252

Enclosed is a check for \$35.00 and the Articles of Amendment with changes as requested.
Thank you for your guidance in this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read "Sherri-Ann Armoogan".

Sherri-Ann Armoogan, M.B.A.
Chairman



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 11, 1998

SHERRI-ANN ARMOOGAN
1802 NEEDLES LANE
LARGO, FL 33771

SUBJECT: LIGHTHOUSE - BEACON OF HOPE, INC.
Ref. Number: N98000001252

We have received your document for LIGHTHOUSE - BEACON OF HOPE, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 398A00032704

ARTICLES OF AMENDMENT FOR
LIGHTHOUSE - BEACON OF HOPE, INC.
A Not For Profit Corporation

FILED
98 JUN 25 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certify that the following Amendment to the Articles of Incorporation was approved and adopted by the board of directors on May 23, 1998. There are no members entitled to vote.

The Articles of Incorporation of Lighthouse - Beacon of Hope, Inc. are amended as follows:

1. ARTICLE III is deleted and the following is inserted in lieu thereof:

ARTICLE III

- A. This corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal Tax Code).
 - B. This corporation shall be duly engaged in the purpose of protecting and / or reunifying children who are abused and neglected by their parents or care givers; in educating care givers in the proper role of parenting; in therapeutic counseling with the abused and the abusers; thus creating a more safe home environment for children in the community.
2. ARTICLE V - the following text is hereby inserted:

ARTICLE V


No part of the net earnings if the corporation shall inure to the benefit of, or be distributable to its directors or officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in furtherance of Section 501 (c) (3) purposes. 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 publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

3. ARTICLE VIII is hereby added:

ARTICLE VIII

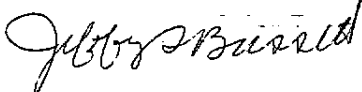
- A. Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.
 - B. If the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).
4. All amendments included herein were adopted pursuant to Section 607.1004 F.S. and there is no discrepancy between the Corporation's Articles of Incorporation as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.
5. This Amendment shall be effective upon its filing with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned do hereunto set their hands this 23rd day of June, 1998.

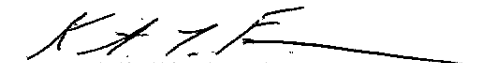


Sherri-Ann R. Armoogan
Chairman

FL DL A052-781-64-706


STATE OF FLORIDA
County of Pinellas





Kristine L. France
Vice-Chairman

FL DL FL52-512-58-589


STATE OF FLORIDA
County of Pinellas

