

Educational Incentive Program Incorporated



a/k/a Educational Festival of Polk County
(A Hand Up Not A Hand Out)
Post Office Box 92895
Lakeland, Florida 33804-2895

N98000001289

Division of Corporations
FLORIDA DEPARTMENT OF STATE
SECRETARY OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

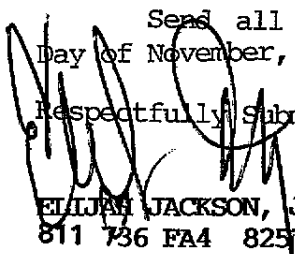
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*****35.00 *****35.00

Dear Division of Corporations:

Enclosed for immediate filing is one original and one copy of Articles of Amendment To Articles of Incorporation of Educational Incentive Program Incorporated and enclosed is the filing fee in the sum or amount of \$35.00.

Send all correspondences to our Florida address. DATED This 30th Day of November, 1998.

Respectfully Submitted,


Elijah Jackson, Jr. (262 47 9156)
811 736 FA4 82579 022
President, Chief Executive Officer,
Trustee, Real Estate Investor and Promoter of

JBS INCORPORATED PARENT CORPORATION, ET AL., UX.
(A Private Hawaii and Florida Corporation)

JACKSON INTERNATIONAL MANAGEMENT LIMITED
(A Private International
Nassau, Bahamas IBC01 59,340 B)

Business

Company

cc: ejj.jbs

Enclosures- Articles of Amendments To Articles of Incorporation.

Parent Company Dun and Bradstreet Number: 88 374 0763 and or 15 776 5751

Corporate Mailing Addresses:

JBS Executive Offices
Post Office Box 92895
Lakeland, Florida 33804-2895; and or

*Amend
12-15-98
BWS*

FILED
98 DEC -7 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

98 DEC -7 PM 12:09

EDUCATIONAL INCENTIVE PROGRAM INCORPORATED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendments adopted Article Numbers 1 through 8 being amended and Article Numbers 1 through 9:

ARTICLE I

The name of the Corporation shall be **EDUCATIONAL INCENTIVE PROGRAM INCORPORATED**.

ARTICLE II

The place in this State where the principal office of the Corporation is to be located is the City of **Lakeland**, Polk County.

ARTICLE III

Said Corporation 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 (c)(3) of the Internal Revenue Code("IRC"), or the corresponding Section of any future federal tax code.

ARTICLE IV

The names and addresses of the persons who are the initial trustees of the Corporation are as follows:

Elijah Jackson, Jr. 1500 West Highland Street, Lot 237
Lakeland, Florida 33815 4293

Delesia Renee Jackson 1500 West Highland Street, Lot 237
Lakeland, Florida 33815 4293

Debbie Elaine Smith 915 Ariana Street
Lakeland, Florida 33803 1961

ARTICLE V

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation 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 Section or Article 3 hereof. 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. Notwithstanding any other provision of these articles or sections, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section or article 501 (c)(3) of the Internal Revenue Code, or 170 (c)(2) of the Internal Revenue Code, or the corresponding section or article of any future federal tax code.

Notwithstanding any other provision of these articles or sections, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE 6

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section or Article 501 (c)(3) of the Internal Revenue Code, or the corresponding section or article 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 so disposed of by a Court of Competent Jurisdiction of the Country 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.

ARTICLE 7 OFFICES

These modified Articles or ByLaws were adopted March 4, 1998 and transcribe the proposed thoughts of the Board of Trustees that the principal Office of the Corporation in the State of Florida shall be located in Lakeland, County of Polk. The Corporation may have such other offices, either within or without the State of Florida, as the Board of Trustees may designate or as the business of the Corporation may require from time to time.

ARTICLE 8 ANNUAL MEETING

The Annual meeting of the Board of Trustees shall be held on the day in the month of February in each year, beginning with the year 1999, at the hour of 9:00 o'clock a.m., for the purpose of electing Trustees and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Florida, such meeting shall be held on the next succeeding business day.

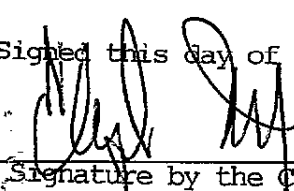
SECOND: The date of each amendment's adoption was on the 17th day of November, 1998.

THIRD: Adoption of Amendments. The Amendments were approved by the Trustees. The number of votes cast for the amendment was sufficient

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for approval. The amendments were adopted by the Board of Trustees.

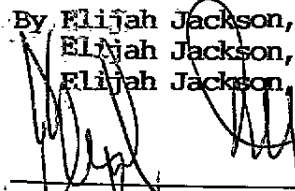
Signed this day of 17th of November, 1998.


Signature by the Chairman of the Board of Trustees, President

IN WITNESS WHEREOF, we have hereunto subscribed our names this 4th
Day of March, 1998 retroactive.

BYLAWS OF EDUCATIONAL INCENTIVE PROGRAM INCORPORATED ADOPTED MARCH 4, 1998.

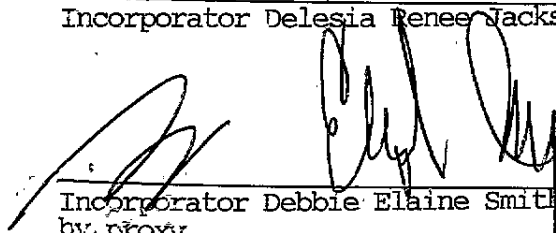
By Elijah Jackson, Jr.
Elijah Jackson, Jr. Trust
Elijah Jackson, Jr. Incorporated


Incorporator Elijah Jackson, Jr.



DELESIA R JACKSON
My Commission CC537235
Expires Mar. 04, 2000

Incorporator Delesia Renee Jackson


Incorporator Debbie Elaine Smith
by proxy

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