MOSDO001722

1250 TAMIAMI TRAIL NORTH # 302 NAPLES, FLORIDA 34102 TEL (941) 263-2810 FAX (941) 263-2863

January 5, 2000

Division of Corporations P O BOX 8327 Tallahassee, FL 32314

800003159458--5 -03/07/00--01002--017 *****35.80 *****35.00

RE: Naples Artcrafters, Inc. Ref Number N98000001722

Amendments to Articles

We are the accounting firm for Naples Artcrafters, Inc. and on this date, we are assisting them in the preparation of an Amendments to the Articles of Incorporation.

As discussed in our phone conversation today; enclosed please find an amendment to Article III - PURPOSE.

Also included is a check for \$35. to cover the amendment fee.

Thank-you for your help and please feel free to contact our office; if we can assist further.

Thank-you.

William C. Erickson

WCE/vt

cc: K. Packard

enc: Amendment to Article III

\$35 Check

FILED

SECRETARY OF STATE
SECRETARSSEE, FLORIDA

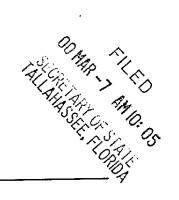
Amend

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of



NAPLES ARTCRAFTERS, INC.

(present name)

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: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Please amend ARTICLE III - PURPOSE

Amendment to Article III is an addition of the following paragraphs (see attached page).

SECOND:	The date of a	doption of the amer	ndment(s) was: _	January 5,7000
THIRD: Adoption of Amendment (CHECK ONE)				
The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.				
There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.				
NAPLES ARTCRAFTERS, INC.				
	mbella	(tackend	ration Name	
Signature of Chairman, Vice Chairman, President or other officer				
KIMBERLY PACKARD				
Typed or printed name				
		PRESIDENT		ANUARY 5, 2000
		Title		Date

NAPLES ARTCRAFTERS, INC.

JANUARY 5, 2000

Amendment to Article III

Said organization 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 © (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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 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.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 ©(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, 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 or the organization is then located, exclusively for such purposes or to such organization or organizations, as said Code shall determine, which are organized and operated exclusively for such purposes.