

LAW OFFICES  
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March 4, 1999

**N98000003145**

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, FL 32399

Re: Paidos, Inc.

Gentlemen:

With reference to the above captioned, enclosed please find:

- a) Original and one copy of the Articles of Amendment to Articles of Incorporation of Paidos, Inc.
- b) Our check for \$35 to cover your fees.

000002797600--0  
-03/08/99-01097-017  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Please send us the copy with the filing information once the original has been filed.

Thank you very much for your attention to this matter.

Very truly yours,

*Carlos E. Padron* (ab)  
CARLOS E. PADRON  
(Signed in his absence to avoid delay)

CEP:ab  
Encls.

*Spoke to Alizia  
3-10-99 about members  
DHS  
Amend  
3-11-99  
DHS*

**FILED**  
99 MAR -8 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PAIDOS, INC.**

**FILED**  
99 MAR -8 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:*

FIRST: Amendments adopted:

The following language was added to Article 4 - Purposes:

“Said corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

The following Articles were added:

“Article 17 - Distribution of Net Earnings and Activities of the Corporation:

“No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501(c)(3) purposes. No substantial part of its 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, 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 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)”

Article 18 - Distribution upon Dissolution:

“Upon dissolution of this corporation, assets shall be distributed by one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, 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.

SECOND: The date of each amendment's adoption: March 1, 1999.

THIRD: Adoption of Amendments

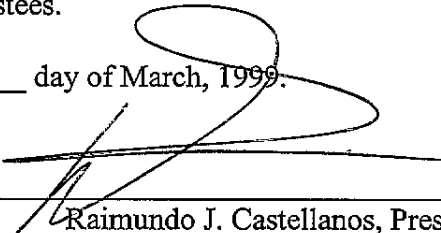
The amendment were adopted by the Board of Trustees.

There are no members entitled to vote.

The number of votes cast for the amendments were sufficient for approval by the Board of Trustees.

Signed this 3 day of March, 1999.

Signature

  
Raimundo J. Castellanos, President