Florida Department of State

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Account Name

* * *

EMPIRE CORPORATE KIT COMPANY

Account Number 072450003255 Phone (305)541-3694 Fax Number

(305) 541-3770

To:

<u>S</u>

BASIC AMENDMENT

COPS FOR KIDS, INC.

| Certificate of Status | 0 |
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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

October 29, 1999

COPS FOR KIDS, INC. 6555 N.W. 36TH STREET SUITE 300 VIRGINIA GARDENS, FL 33166

SUBJECT: COPS FOR KIDS, INC.

REF: N98000005297

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE FORM SUBMITTED DOES NOT APPLY TO NONPROFIT CORPORATIONS, EVEN THOUGH THE APPLICABLE STATUTE NUMBER WAS CORRECTED. THERE SHOULD BE NO REFERENCE TO SHARES OR SHAREHOLDERS.

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) 487-6880.

Karen Gibson Corporate Specialist FAX Aud. #: H99000027382 Letter Number: 699A00052014

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

COPS FOR KIDS, INC.



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:

Amendment(s) adopted: "Article III - Members" shall now reads in full as follows:

"The Corporation shall have no members."

SECOND:

If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: Not Applicable.

THIRD:

The date of each amendment's adoption by the members: September 28, 1999.

FOURTH:

Adoption of Amendment(s) (check one)

The amendment(s) was/were adopted by all three of the members of the \mathbf{X} corporation and such number was sufficient for approval.

Jonathan H. Green 799 Brickell Plaza, Ste 700 Miami, FI 33131 Pla Bar #307513 (305) 372-5100

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