N98000006536

DANIEL C. PERRI Attorney at Law 5 Clifford Drive Suite Twelve Shalimar, Florida 32579

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January 15, 1999

Secretary of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32301 000002749640--5 -01/21/99--01066--002 *****35.00 *****35.00

Re: Articles of Amendment for St. Matthews Educational Foundation, Inc.

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Amendment of the Articles of Incorporation of St. Matthews Educational Foundation, Inc., a Nonprofit Organization. Please file the original and return a file-stamped copy to me in the enclosed envelope. Also enclosed is a check in the amount of \$35.00 representing your filing fee.

I appreciate your assistance in this matter.

Very truly yours,

Daniel C. Perr

DCP/nas

Enclosures

Note: There is No Change in The Incorporators

Is mend Is 3/9



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

January 28, 1999

DANIEL C. PERRI 5 CLIFFORD DR., STE. 12 SHALIMAR, FL 32579

SUBJECT: ST. MATTHEWS EDUCATIONAL FOUNDATION, INC.

Ref. Number: N98000006536

We have received your document for ST. MATTHEWS EDUCATIONAL FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes. Enclosed is the correct form.

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) 487-6909.

Velma Shepard Corporate Specialist

Letter Number: 499A00003938

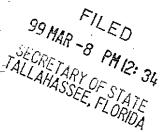
Rec'd man. 8 Div. of Corp.

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of



ST. MATTHEWS EDUCATIONAL FOUNDATION, INC., A FLORIDA NONPROFIT ORGANIZATION (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.

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

ARTICLE VIII

INITIAL INCORPORATORS

The names and addresses of the initial incorporators of this Corporation are changed as follows: Michael A. Harris, M. D.

1005 West College Boulevard, Suite A Niceville, Florida 32578

Daniel C. Perri \equiv 5 Clifford Drive Suite 12 Shalimar, Florida 32579

D. Timothy Herndon 4502 Highway 20 E., Suite A Niceville, Florida 32578

D. Timothy Herndon is an honorary incorporator and an honorary Director of the Corporation. He shall have no vote nor shall he participate in any manner in this position as an honorary incorporator and an honorary Director in the Corporation's Board of Directors management function. SECOND: The date of adoption of the amendment(s) was: December 30, 1998

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.
 ST. MATTHEWS EDUCATIONAL FOUNDATION, INC.
 Corporation Name
 Signature of Chairman, Vice Chairman, President or other officer Michael A. Harris, M.D.

Typed or printed name

President February 23, 1999

Title

Date