

Barclay T. McRae
Ministries
543 Summers Creek Drive
Merritt Island, Florida
32952
321.449.9600

FILED
00 FEB 28 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

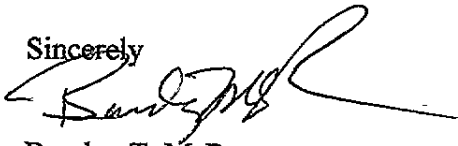
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February 24, 2000

To Whom It May Concern:

I am filing amendments to our non-for-profit corporation. If I can be of any assistance please don't hesitate to contact me.

Sincerely



Barclay T. McRae
President

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Amend.

V. SHEPARD MAR 9 - 2000

ARTICLES OF AMENDMENT
To
ARTICLES OF INCORPORATION
of
BARCLAY T. MCRAE MINISTRIES, INCORPORATED

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of incorporation.

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FIRST: Amendments adopted are as follows:

A. THE UNDERSIGNED.

The undersigned, for the purpose of forming a corporation not for profit and is organized exclusively for religious purposes under the laws of Florida, 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 the corresponding section of any future federal tax code, adopt the following Articles of Incorporation:

B. ARTICLE IV, PURPOSES

This corporation is organized for the purpose of providing administrative and financial management of Reverend Barclay T. McRae's involvement in religious activities. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to it's 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 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or intervene in (including the publishing or distribution of statements) and 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, of the corresponding section of any future federal tax code, or (b) by corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. ARTICLE VIII, DISSOLUTION OF THE CORPORATION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 © (3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SECOND: The date of adoption of the amendments was February 21, 2000.

THIRD: Adoption of Amendments,

There are no members or members entitled to vote on the amendment. The amendments were adopted by the board of directors.

Barclay T. McRae Ministries Incorporated


Signature of President Barclay T. McRae

February 22, 2000
date