

N99000002138

BENJAMIN P. SHENKMAN, ESQ.
ATTORNEY AT LAW

TOWER AND SHOPPES AT THE SANCTUARY
4400 N. FEDERAL HIGHWAY
SUITE 210, PMB 5
BOCA RATON, FLORIDA 33431

MASTER OF LAWS (LL.M.)
ESTATE PLANNING

PH: (561) 417-6848
FAX: (561) 417-7466

June 9, 1999

400002903684--1
-06/14/99-01113-009
*****87.50 *****43.75

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
99 JUN 24 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Robert G. Siebert Foundation, Inc.

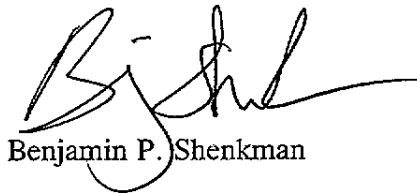
Dear Sir or Madam:

I have enclosed Articles of Amendment to the Articles of Incorporation of the Robert G. Siebert Foundation, Inc., a Florida not for profit corporation. I have also enclosed a check in the amount of \$87.50, payable to the Florida Secretary of State.

Please file the Articles of Amendment and provide me with a certified copy of same.

If you have any questions, please contact me at the address or telephone number shown above.

Very truly yours,


Benjamin P. Shenkman

Enclosures

Amend.

V. SHEPARD JUN 28 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 18, 1999

BENJAMIN P. SHENKMAN, ESQ.
4400 N. FEDERAL HWY.
SUITE 210, PMB 5
BOCA RATON, FL 33431

SUBJECT: ROBERT G. SIEBERT FOUNDATION, INC.
Ref. Number: N99000002138

We have received your document for ROBERT G. SIEBERT FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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: 799A00032752

RECEIVED
JUN 24 1999
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

OF

**ROBERT G. SIEBERT FOUNDATION, INC.,
a Florida Not For Profit Corporation**

FILED
99 JUN 24 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being the President and Secretary of ROBERT G. SIEBERT FOUNDATION, Inc., a Florida not for profit corporation, organized under the laws of the State of Florida, hereby certify that the following Articles of Amendment to the Articles of Incorporation was duly adopted by the Board of Directors by Resolution of the Board of Directors dated June 9, 1999. There are no members of this corporation.

The Articles of Incorporation of ROBERT G. SIEBERT FOUNDATION, INC., a Florida not for profit corporation, shall be amended as follows:

1. Article III of the Articles of Incorporation shall be deleted in its entirety, and the following substituted therefor, to wit:

"ARTICLE III - PURPOSES

This corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purpose for which this corporation is formed is to operate for the advancement of medical research relating to a cure for cancer and for other similar charitable purposes, by the distribution of its funds for those purposes.

(b) The general purposes for which this corporation is formed are to operate for charitable purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(d) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(f) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

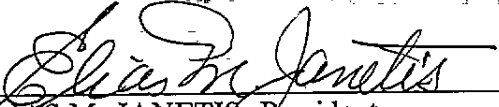
(g) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code."


2. Article XII of the Articles of Incorporation shall be deleted in its entirety, and the following substituted therefor, to wit:

"ARTICLE XII - AMENDMENT

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors."

IN WITNESS WHEREOF, the undersigned, as President and Secretary of this corporation, has executed these Articles of Amendment to the Articles of Incorporation this 9th day of JUNE, 1999.


ELIAS M. JANETIS, President


ELIAS M. JANETIS, Secretary