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Richard L. Handley 617 Isle of Palms Fort Lauderdale, FL 33301

September 1, 2000

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The Amendment Section Division of Corporations P.O. Box 63027 Tallahassee, FL 32314

Reference: G. Kenneth & Ethel L. Handley Foundation, Inc.

Gentlemen:

Enclosed are Articles of Amendment to the Articles of Incorporation of the G. Kenneth and Ethel L. Handley Foundation, Inc., amending the name of the Corporation to The Handley Foundation, Inc. Also enclosed, is a check in the amount of \$43.75 made payable to the Department of State in payment of the filing fee for the Articles of Amendment (\$35.00) and one certified copy of the Articles of Amendment (\$8.75).

If you have any questions, please contact me at (954) 627-5036, otherwise, please return the certified copy of the Articles of Amendment to:

Richard L. Handley 2400 East Las Olas Boulevard #423 Fort Lauderdale, FL 33301

Very truly yours,

RLH:el

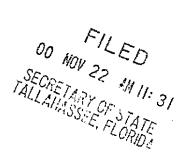
Enclosure

FILED

SECRETARY OF STANK
TALLANIASSEE, FLORES

ARTICLES OF AMENDMENT to





G. Kenneth and Ethel L. Handley Foundation, Inc. (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.

FIRST: Amendment adopted:

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Article I of the corporation is hereby amended in its entirety to read as follows:

ARTICLE I. NAME

Vice President Title

The name of the corporation shall be:

The Handley Foundation, Inc.

SECOND: The date of adoption of the amendment was September 1, 2000.

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.

[X] There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

The Handley Foundation, Inc

Corporation Name

Signature of Chairman, Vice Chairman, President or other officer

Richard L. Handley

Typed or printed name

j

September 5, 2000

Date