

FOX & FOX, P.A.

Attorneys at Law

ROLAND FOX
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N99000004481

August 26 1999

Secretary of State
Division of Corporations
Amendments Section
Post Office Box 1500
Tallahassee, FL 32303-1500

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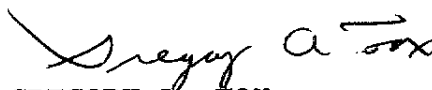
Re: Youth Workforce Foundation, Inc.

Gentlemen:

Enclosed please find Articles of Amendment for Youth Workforce Foundation, Inc. for the above referenced corporation. Also enclosed is a check in the amount of \$35.00 for the filing fee.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Very truly yours,



GREGORY A. FOX
Attorney at Law

GAF/stg

Enclosures

FILED
99 SEP 17 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T. LEWIS SEP 17 1999

FOX & FOX, P.A.

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Corporate Square
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September 14, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

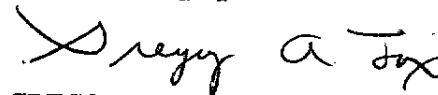
Re: Youth Workforce Foundation, Inc.
Ref. Number: N99000004481

Gentlemen:

Enclosed is a copy of your letter dated September 9, 1999, together with the Articles of Amendment for the above referenced corporation with the changes necessary for filing.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Very truly yours.



GREGORY A. FOX
Attorney at Law

GAF/stg

Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 9, 1999

GREGORY A. FOX, ESQ.
FOX & FOX, P.A.
28050 U.S. 19 NORTH, SUITE 100
CLEARWATER, FL 33761

SUBJECT: YOUTH WORKFORCE FOUNDATION, INC.
Ref. Number: N99000004481

We have received your document for YOUTH WORKFORCE FOUNDATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are NO 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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 499A00044548

RECEIVED
99 SEP 17 AM 8:14
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT FOR
YOUTH WORKFORCE FOUNDATION, INC

FILED
99 SEP 17 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned President of the above referenced corporation hereby files these Articles of Amendment to its Articles of Incorporation.

The Articles of Incorporation are hereby amended by changing the following Article:

ARTICLE VI - OFFICERS

The names of the officers who are to serve and manage all of the affairs of the Corporation until the first election or appointment under these Articles of Incorporation are:

Michael Piscitelli	President
Donna Martin	Vice President
Francis O'Hanlan	Secretary/Treasurer

ARTICLE VIII - INITIAL DIRECTORS

The manner of election of the Board of Director are set forth in the Bylaws of the Corporation. The names and residences of the first Board of Directors who shall hold office until their successors are elected and qualified are as follows:

Donna Martin	Francis O'Hanlan
297 Madonna Blvd.	1317 Dorothy Avenue
Tierra Verde, FL 33715	Clearwater, FL

Michael Piscitelli
1771 Meyer's Cove Dr.
Tarpon Springs, FL 34689

This Amendment to the Articles of Incorporation was adopted by resolution of the Board of Directors at a meeting held on August 18, 1999. No members are entitled to vote on this Amendment.

YOUTH WORKFORCE FOUNDATION, INC.


MICHAEL PISCITELLI, President

STATE OF FLORIDA
COUNTY OF PINELLAS

SWORN TO AND ACKNOWLEDGED before me this 26 day of August,

1999 by MICHAEL PISCITELLI, as President of YOUTH WORKFORCE FOUNDATION, INC., who produced a driver's licenses as identification and who did take an oath.

Susan T. Greene
Notary Public

My commission expires:



Susan T Greene
My Commission CC703984
Expires December 21, 2001