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N 99000005011

August 23, 1999

VIA: FED EX

Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

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-08/27/99--01047--001
*****35.00 *****35.00

Re: ArtStage, Inc. - Amended Articles of Incorporation

Dear Sir or Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation of ArtStage, Inc., a corporation not for profit. Please find and return a filed copy. My check in the amount of \$35 is enclosed for the fee.

Should you have any questions, please feel free to call me.

Very truly yours,

WOODIE H. THOMAS, III, PhD, P.A.

AUTHOR

CORRECT

9/8/99

WHT/cw
Enclosures

EXAM

ADD Date Adoption
By Directors
D. Connell

By:

Woodie H. Thomas, III, Esquire
Signed in his absence to expedite

Amendment
09/08/99
DC

FILED
99 AUG 27 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION
OF
ArtStage, Inc.

(A Corporation Not for Profit under
the Laws of the State of Florida)

Pursuant to the provisions of §617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendments adopted:

1. Article III, Purpose, subsection 3.1 shall become 3.4.
2. Article III, Purpose, subsection 3.2 shall become 3.5.
3. Article III, Purpose, subsection 3.3 shall become 3.6.
4. Article III, Purpose, subsection 3.4 shall become 3.7.
5. Article III, Purpose, subsection 3.5 shall become 3.8.
4. Article III, Purpose, new subsections 3.1, 3.2 and 3.3 shall read as follows:

3.1 ArtStage, Inc. is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

3.2 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

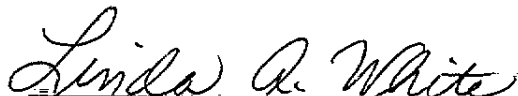
Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation contributions to which are deductible under Section

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TALLAHASSEE, FLORIDA

170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

3.3 Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or 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.

26th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of August, 1999.


LINDA A. WHITE
President

There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors on August 25, 1999.