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June 22, 2000

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

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-06/26/00--01103--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Progresso Foundation, Inc.

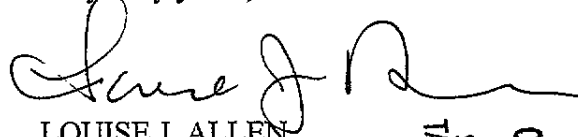
Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Amendment of the Articles of Incorporation of Progresso Foundation, Inc., a Florida corporation, to be filed with the Secretary of State of Florida. To cover the filing fee, also enclosed is our check in the amount of \$35.

Please date-stamp the enclosed copy and return same to the undersigned in the envelope provided herewith.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

  
LOUISE J. ALLEN  
For the Firm

LJA/jad  
Enclosures

**FILED**  
00 JUN 26 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.**

*al* 7/10  
*Amend*

**ARTICLES OF AMENDMENT OF  
THE ARTICLES OF INCORPORATION OF  
PROGRESSO FOUNDATION, INC.**

**FILED**  
00 JUN 26 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006 of the Florida Business Corporation Act, PROGRESSO FOUNDATION, INC., a Florida not-for-profit corporation (the "Corporation"), adopts the following articles of amendment to its Articles of Incorporation.

**ARTICLE I**

The name of the Corporation is PROGRESSO FOUNDATION, INC.

**ARTICLE II**

Article III of the Corporation's Articles of Incorporation is deleted in its entirety and the following is substituted in its stead:

**ARTICLE III**  
**PURPOSE**

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not For Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto). Furthermore, the purposes for which the Corporation is organized are to combat community deterioration and improve the quality of life and infrastructure of communities located in Broward County, Florida.

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

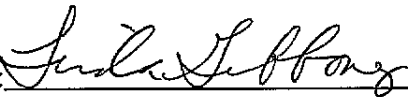
(including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of the 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

The undersigned hereby certifies that the foregoing amendment was duly approved and adopted by unanimous consent of the Board of Directors of the Corporation pursuant to the Corporation's Articles of Incorporation. The Corporation does not have any members.

Dated this 16 day of June, 2000.

PROGRESSO FOUNDATION, INC.

By:   
Name: Linda Gibboney  
Title: President