

**Division of Corporations
401 Federal Street – Suite 4
Dover, DE 19901
Phone# (302)739-3073
Fax# (302)739-3812**

Certificate of Amendment for Non-Stock

Dear Sir or Madam:

Enclosed please find a form for a Certificate of Amendment to be filed in accordance with the General Corporation Law of the State of Delaware. The fee to file the Certificate is a minimum of \$164.00. If your document is more than 1 page, you must submit \$9.00 for each additional page. You will receive a stamped "Filed" copy of your submitted document. A certified copy may be requested for an additional \$50.00. Expedited services are available. Please contact our office concerning these fees.

Please make your check payable to the "Delaware Secretary of State". For the convenience of processing your order in timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. Please make sure you thoroughly complete all information requested on this form. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don't hesitate to call us at (302) 739-3073.

Sincerely,

Department of State
Division of Corporations

encl.
rev. 07/04

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
(A CORPORATION WITHOUT CAPITAL STOCK)

The corporation, _____,
organized and existing under the laws of the State of Delaware, hereby certifies as
follows:

(1) That at a meeting a vote of the members of the governing body was taken
for and against the amendment to the Certificate of Incorporation, said Amendment being
as follows:

(2) That said amendment was duly adopted in accordance with the provisions of
Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be
signed this _____ day of _____, A.D. _____.

By: _____
Authorized Officer

Name: _____
Print or Type