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Janet E. Martinez, P. A.

LAW OFFICES
203 EAST RICH AVENUE
DELAND, FLORIDA 32724

P. O. BOX 880
DELAND, FLORIDA 32721-0880

TELEPHONE: (386) 736-9225
TELECOPIER: (386) 736-9265
INTERNET: www.delandlaw.com

April 30, 2003

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: P-3 Ventures, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Amendment for the corporation mentioned above together with check number 1225, in the amount of \$52.50, for filing fees.

I would appreciate your returning a certified copy of the Articles once entered. I have enclosed a self addressed, stamped envelope for your convenience.

Thank you for your assistance.

Sincerely,


Janet E. Martinez
EMAIL: jmart@delandlaw.com

JEM:jg
Enclosure

cc: Nita Schmellick

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

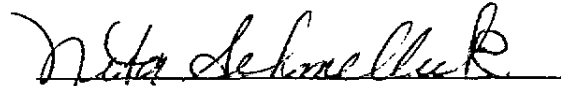
**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
P-3 VENTURES, INC.**

1. Article 1 of the Articles of Incorporation of P-3 Ventures, Inc. (the "Corporation") is amended as follows:

2. The foregoing amendment was adopted by the board of directors of the corporation on March 10, 2003. The number of votes cast was sufficient for approval of this amendment.

3. There are no members or members authorized to vote on the amendment. The amendment was adopted by the board of directors.

IN WITNESS WHEREOF, the undersigned president of the corporation has executed these Articles of Amendment on April 27, 2003.


Nita Schmellick, President

**WRITTEN ACTION OF MEMBERS OF THE BOARD OF DIRECTORS
OF P-3 VENTURES, INC.
BY WRITTEN CONSENT IN LIEU OF A MEETING**

The undersigned, being all the members of the board of directors of the above named non-profit corporation hereby takes the following action by written consent in lieu of holding a meeting regarding same, in accordance with the provisions of Section 617.0701 and Section 617.0821, Florida Statutes:

WHEREAS, the corporation has no members;


WHEREAS, the board of directors of the corporation desires to amend Article 1 of the Articles of Incorporation to change the name to P-3 Community Foundation, Inc.; and


WHEREAS, the board of directors find it to be in the best interest of the corporation to amend Article 1 of the Articles of Incorporation to change the corporate name to P-3 Community Foundation, Inc. as indicated on the attached Articles of Amendment to Articles of Incorporation of P-3 Ventures, Inc.

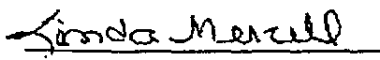
NOW, THEREFORE, BE IT RESOLVED:

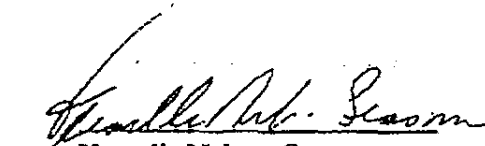
1. All the members of the Board of Directors approve the stated change in name.
2. Article 1 of the Articles of Incorporation is hereby amended to read as follows:
 1. The name of this corporation is: P-3 Community Foundation, Inc.
3. The appropriate officers of the corporation are authorized, empowered, and directed to take any and all actions and execute all documents necessary to consummate this transaction including but not limited to the attached Articles of Amendment.

DATED: 3-10-, 2003


Nita Schmellick
Director


Debbie Portman
Director


Linda Merrell
Director


Vernelle Nelson-Sessoms
Director


Bonnie MacFadyen
Director