

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

ASIA CONNECTION INC.
(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

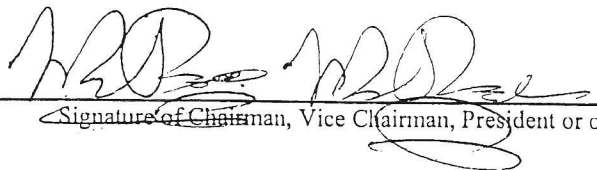
FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

- ARTICLE III - PURPOSE STATEMENT
- ARTICLE VII - NO INUREMENT STATEMENT
- ARTICLE VIII - NO POLITICAL STATEMENT
- ARTICLE IX - NOTWITHSTANDING STATEMENT
- ARTICLE X - NO SELF-DEALING STATEMENT
- ARTICLE XI - SECTION 508(e) PROVISIONS
- ARTICLE XII - DISSOLUTION STATEMENT

SECOND: The date of adoption of the amendment(s) was: 28 March 2001

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.



Signature of Chairman, Vice Chairman, President or other officer

William E. Rose

Typed or printed name

Director

Title

28 March 2001

Date

ARTICLES OF INCORPORATION (Amended 28 March 2001)

ARTICLE I - NAME

The name of the corporation shall be:
Asia Connection Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
4532 W. Kennedy Blvd. #262
Tampa Florida 33609

ARTICLE III - PURPOSE

The specific purpose for which the corporation is organized is:
To provide financial assistance for agencies and individuals involved in emergency relief and health and welfare projects in needy areas of the world, with a particular focus on Asia. Said corporation is organized exclusively for charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:
By concensus at annual meeting.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:
William E. Rose
4725 Eldorado Drive
Tampa Florida 33615

ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:
William E. Rose
4725 Eldorado Drive
Tampa Florida 33615

ARTICLE VII - NO INUREMENT STATEMENT

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, 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 the purposes set forth above.

ARTICLE VIII - NO POLITICAL STATEMENT

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 political office.

ARTICLE IX - NOTWITHSTANDING STATEMENT

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

ARTICLE X - NO SELF-DEALING STATEMENT

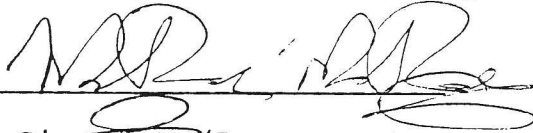
Any other provisions of this instrument notwithstanding, the trustees will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor make any investments in a manner as to incur tax liability under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XI - SECTION 508(e) PROVISIONS

Any other provisions of this instrument notwithstanding, the trustees shall distribute its income for each tax year at a time and in a manner so as not to become subject to the tax on undistributed income, imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XII - Dissolution

Asia Connection Inc. may be dissolved by a unanimous vote of the Directors. 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.s. charitable, educational, or corresponding section of any future tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

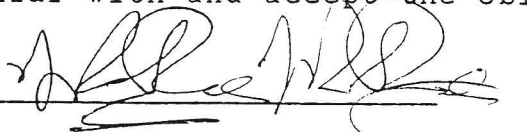


Signature/Incorporator

28 MARCH 2001

Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent

28 MARCH 2001

Date

Certification Statement


I certify that the **attached amendment** is a conformed copy of the document that was

adopted by the governing body of ASIA CONNECTION INC.
(Name of Organization)

on 28 MARCH 2001 and submitted to the State for approval on 29 MARCH 2001.
(Date) (Date)

Upon receipt, I hereby agree to submit a copy of the approved amendment to the Internal Revenue Service, at the following address:

Internal Revenue Service
EP/EO:CSU
550 Main Street
Room 4010
Cincinnati, OH 45202


Signature of Officer) WILLIAM ROSE, DIRECTOR, 29 MARCH 2001
(Title) (Date)

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: APR 24 2001

ASIA CONNECTION INC
4532 W KENNEDY BLVD STE 262
TAMPA, FL 33609

Employer Identification Number:
59-3619790
DLN:
17053220011010
Contact Person:
R HUTCHINS ID# 52408
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
DECEMBER 31
Addendum Applies:
NO

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

We have further determined that, as indicated in your application, you are a private foundation within the meaning of section 509(a) of the Code. In this letter we are not determining whether you are an operating foundation as defined in section 4942(j)(3).

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status and foundation status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

As of January 1, 1984, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA). However, since you are a private foundation, you are subject to excise taxes under chapter 42 of the Code. You also may be subject to other Federal excise taxes. If you have any questions about excise, employment, or other Federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Contribution deductions are allowable to donors only to the extent that their contributions are gifts, with no consideration received. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as deductible contributions, depending on the circum-

Letter 1076 (DO/CG)