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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY**

FILED

JUN 18 2007

By AmF
11-28896

Pursuant to the provisions of Section 7-6-82 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for an Amended Certificate of Authority to conduct affairs in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is March of Dimes Birth Defects Foundation

2. A Certificate of Authority was issued to the corporation by the Secretary of State of the State of Rhode Island on 1-3-1938, authorizing it to conduct affairs in Rhode Island.

3. The corporate name of the corporation has been changed to:
March of Dimes Foundation
(If the name has not been changed, insert "no change")

4. It desires to pursue in the conduct of its affairs in Rhode Island other or additional specific purposes than those set forth in its prior Application for a Certificate of Authority, as follows:
N/A

(If no other or additional purposes are proposed, insert "None")

Under penalty of perjury, we declare and affirm that we have examined this Application for Amended Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: March 23, 2007

March of Dimes Foundation

Print Exact Name of Corporation Making Application

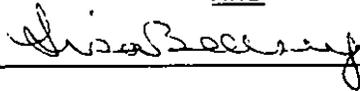
By



President or Vice President (check one)

AND

By



Secretary or Assistant Secretary (check one)

State of New York)
Department of State) ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

May 29, 2007



Deputy Secretary of State for
Business and Licensing Services

DOS-1266 (Rev. 03/07)

5. The above amendment to the Corporation's Certificate of Incorporation was authorized by a unanimous vote of the members of the Corporation at a special meeting held on December 8, 2006.

6. The Secretary of State is hereby designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process served upon the Secretary is:

March of Dimes Foundation
1275 Mamaroneck Avenue
White Plains, NY 10605.

IN WITNESS WHEREOF, the undersigned has subscribed this certificate as of the 11th day of December, 2006 and affirms the statements contained herein as true under the penalties of perjury.

By: Jennifer L. Howse
Title: President