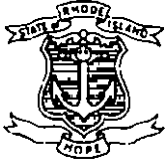


Filing Fee: \$10.00

ID Number: 125751



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FILED

AUG 15 2006

By AMF

17-081606

NON-PROFIT CORPORATION

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

Pursuant to the provisions of Section 7-6-40 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is GLORIA DEI STEP UP CENTER

2. The following amendment to the Articles of Incorporation was adopted by the corporation:

[Insert Amendment]

ARTICLE #3: SEE ENCLOSED ATTACHMENT

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AUG 15 PM 1:20

3. The amendment was adopted in the following manner:

(check one box only)

- The amendment was adopted at a meeting of the members held on _____, at which meeting a quorum was present, and the amendment received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.
- The amendment was adopted by a consent in writing on _____, signed by all members entitled to vote with respect thereto.
- The amendment was adopted at a meeting of the Board of Directors held on _____ and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

4. Date when amendment is to become effective _____

upon filing
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

Under penalty of perjury, we declare and affirm that we have examined these Articles of Amendment to the Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: JULY 11, 2006

Gloria Dei STEP UP Center
Print Corporate Name

By Rev. Santiago Rodriguez

President or Vice President (check one)

By E. Graham Medina ^{AND}

Secretary or Assistant Secretary (check one)

ARTICLE # 3
PURPOSES

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under section 501 © (3) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

Upon dissolution or other termination of the corporation, no part of the property of the corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the members, trustees, or officers of the corporation. All such property and proceeds, subject to the discharge of valid obligations of the corporation, shall be distributed to any such organizations the board of trustees may direct; provided however, that any transferee organization, at the time of the distribution, shall qualify as a exempt organization under Section 501 © (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distribution in furtherance of the purposes set forth herein.

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 any candidate for public office except as authorized under the Internal Revenue Code of 1986, as amended.

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 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contribution to which are deductible under 179 (c) (2) of the Internal Revenue Code of 1986,as amended (or the corresponding provision of any future United States internal Revenue Law).