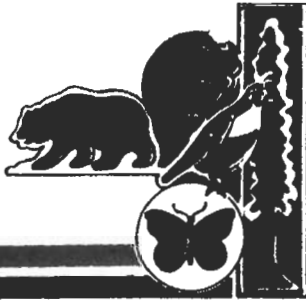


A391461



State
of
California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

AUG 20 1990



March Fong Eu

Secretary of State

A391461

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
THE NEXT GENERATION SWING DANCE CLUB, INC.

AUG 15 1990

MARCH FONG BEI, Secretary of State

Rosemary Montalvo and Jean Boydston certify that:

1. They are the President and the Secretary, respectively, of The Next Generation Swing Dance Club, Inc., a California nonprofit corporation.

2. Article Four of the Articles of Incorporation of this corporation is hereby amended to read as follows:

Four: (a) This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law (the "Code").

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code.

(c) Except as permitted by law, no substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

3. The foregoing amendment has been duly approved by this corporation's board of directors.

4. The foregoing amendment has been duly approved by the required vote of the corporation's members.

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true of our own knowledge.

Dated:

April 8, 1990

Rosemary Montalvo
Rosemary Montalvo, President

Dated:

April 8 1990

Jean Boydston
Jean Boydston, Secretary