AMENDMENT

ARTICLES OF INCORPORATION
OF
ALABAMA ASSOCIATION FOR GIFTED CHILDREN

The undersigned, acting as the incorporator of a nonprofit corporation under the Alabama Nonprofit Corporation Act, Code of Alabama 1975 §§ 10-3A-1 et seq., (the "Act"), adopt the following Amendment to the Articles of Incorporation for such corporation:

ADD:
    The purposes for which the corporation is organized are exclusively educational 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.

    Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

DELETE Article 9 (c) and substitute the following:

    Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of be a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

Inst # 1995-12287

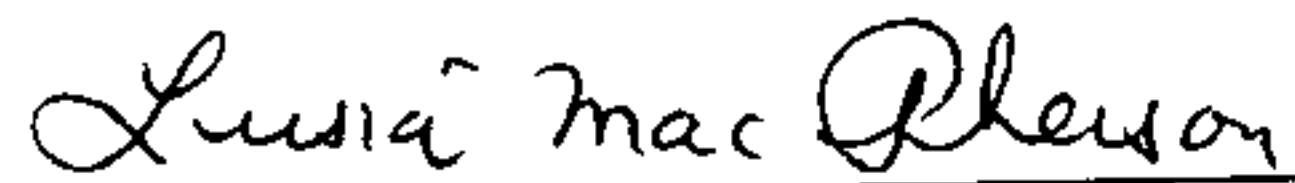The name and address of the incorporator is:

NAME	ADDRESS
Lusia Mac Pherson	665 Overland Road Montevallo, AL 35115

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his signature to this Amendment to the Articles of Incorporation of the Alabama Association for Gifted Children this 12 day of March, 1996.

Lusia Mac Pherson

Lusia Mac Pherson
Incorporator