

With Compliments of

TROUTMAN SANDERS

Solicitors

長盛律師事務所

Suite 3403 Two Exchange Square

8 Connaught Place, Central

Hong Kong

To: David Sutherland
From: Roger Williams
Date: August 20, 2004
Remark: Please send to B&M - I don't seem to have their address. Thanks.

Roger

TROUTMAN SANDERS
ATTORNEYS AT LAW
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

NATIONSBANK PLAZA
600 PEACHTREE STREET, N.E. - SUITE 5200
ATLANTA, GEORGIA 30308-2216
TELEPHONE: 404-885-3000

8-9-04

*Roger,
Attached is the original
Certificate of amendment.
Yea!*

Susan C. Arnold

Delaware

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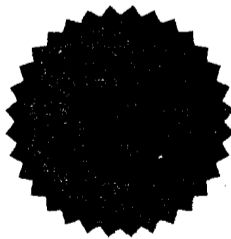
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FRIENDS OF HONG KONG CHURCHES, INC.", CHANGING ITS NAME FROM "FRIENDS OF HONG KONG CHURCHES, INC." TO "FRIENDS OF HONG KONG CHARITIES, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF AUGUST, A.D. 2004, AT 11:09 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3591925 8100

040573334



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3279262

DATE: 08-05-04

which the Corporation is formed are: 1) to encourage an understanding of, and support for Christian fellowship, worship, and service of the type practiced by the Evangelical Community Church Limited ("ECC") in Hong Kong, the Faith Community Church ("FCC") in Hong Kong, by other Christian churches in Hong Kong, and by organizations in Hong Kong which are established for the relief of poverty, assistance to orphans, widows and unwed mothers, advancement of education and promotion of religious values; and 2) to finance, in whole or in part, particular programs, projects, facilities and activities of ECC, FCC, other similar Christian Churches in Hong Kong, and organizations in Hong Kong which are established for the relief of poverty, assistance to orphans, widows and unwed mothers, advancement of education and promotion of religious values and are deemed by the Corporation to be necessary for the accomplishment of the Corporation's charitable efforts.

ARTICLE II. APPROVAL AND ADOPTION OF AMENDMENTS

The amendments to the Corporation's Certificate of Incorporation set forth in the preceding Article were approved by all the members of the Corporation's Board of Directors and duly adopted in accordance with the provisions of section 242 of the General Corporation Law of the State of Delaware.

{Signature on next page.}

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of the Certificate of Incorporation of Friends of Hong Kong Churches, Inc., to be executed, as of July 27, 2004, by the undersigned, a duly authorized officer of the Corporation, who acknowledges, under penalties of perjury, that this Certificate of Amendment is the act and deed of the Corporation and that the facts stated therein are true.

FRIENDS OF HONG KONG CHURCHES, INC.

By: David Sutherland
Name: DAVID SUTHERLAND
Title: PRESIDENT