

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
GIFTS IN KIND AMERICA

THE UNDERSIGNED, for the purposes of amending the Articles of Incorporation of Gifts In Kind America, a nonstock corporation organized under the laws of the Commonwealth of Virginia (the "Corporation") pursuant to the Virginia Nonstock Corporation Act, hereby certifies:

FIRST: The name of the Corporation is Gifts In Kind America.

SECOND: The following amendments to the Articles of Incorporation were adopted effective on December 31, 1996 by the Corporation in the manner prescribed by the Virginia Nonstock Corporation Act.

1. Article I shall be deleted, and the following shall be inserted in lieu thereof:

The name of the Corporation shall be Gifts In Kind International (herein referred to as the "Corporation").

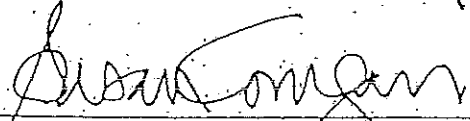
THIRD: The amendment was adopted without member action by unanimous written consent of the Board of Directors. Member action was not required because the Corporation has no members.

The undersigned President declares that the facts herein stated are true as of

February 7, 1997.

GIFTS IN KIND AMERICA

By:


Susan Corrigan, President

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

the foregoing is a true copy of the ARTICLES OF AMENDMENT of GIFTS IN KIND INTERNATIONAL issued February 14, 1996.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: February 19, 1997

William J. Budge

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the
Commission:

the foregoing is a true copy of the ARTICLES OF AMENDMENT of GIFTS IN KIND
AMERICA issued September 24, 1996.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: September 25, 1996

William I. Budge

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
GIFTS IN KIND AMERICA

THE UNDERSIGNED; for the purposes of amending the Articles of Incorporation of Gifts In Kind America, a nonstock corporation organized under the laws of the Commonwealth of Virginia (the "Corporation") pursuant to the Virginia Nonstock Corporation Act, hereby certifies:

FIRST: The name of the Corporation is Gifts In Kind America.

SECOND: The following amendments to the Articles of Incorporation were adopted effective on July 1, 1996 by the Corporation in the manner prescribed by the Virginia Nonstock Corporation Act.

1. Article IV, Section 2 shall be deleted, and the following shall be inserted in lieu thereof:
 2. At each annual meeting of the Board of Directors, the directors then in office shall elect directors in the manner set forth in the bylaws of the Corporation. Each director so elected shall serve for a three year term and until his/her successor has been elected and qualified.
2. The following shall be added as new Article VI:

ARTICLE VI
LIMITATION OF LIABILITY

To the fullest extent permitted by the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended, no officer, director, or employee of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer, director, or employee of the Corporation, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Internal Revenue Code applicable to corporations described in Section 501(c)(3).

THIRD: The amendment was adopted without member action by unanimous written consent of the Board of Directors. Member action was not required because the Corporation has no members.

The undersigned President declares that the facts herein stated are true as of

9/3, 1996.

GIFTS IN KIND AMERICA

By:

Susan Corrigan
Susan Corrigan, President

Commonwealth of Virginia



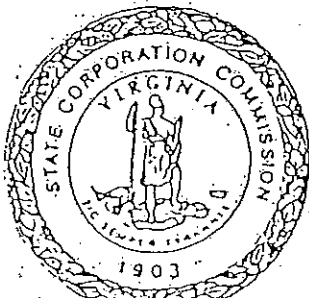
State Corporation Commission

I, William J. Bridge, Clerk of the State Corporation Commission, do hereby certify that

the foregoing is a true copy of the ARTICLES OF AMENDMENT of GIFTS
IN KIND AMERICA issued April 09, 1991.

Nothing more is hereby certified.

In Testimony Whereof I hereunto set my hand and
affix the Official Seal of the State
Corporation Commission, at
Richmond, this 19th day of
April A. D. 19 91



William J. Bridge

ARTICLES OF AMENDMENT OF

Gifts In Kind, Inc.

One

The name of the corporation is Gifts In Kind, Inc., a non-stock corporation.

Two

The name of the corporation is amended to Gifts In Kind America.

Three

The amendment was adopted by the Board of Directors pursuant to Section 13.1-865 of the Virginia Code by written consent of each Director effective January 14, 1991.

Four

The undersigned Gary Andreassen and M. Elizabeth Kilkenny, both officers of the Corporation, declare that the facts herein stated are true as of February 14, 1991. Member action was not required for the adoption of the Amendment because there are no members of the Corporation. The action of the Board of Directors was consented to in writing by each Director in accordance with Section 13.1-865 of the Virginia Code.

GIFTS IN KIND AMERICA

By: [Signature]
(signature)
Name: [Name]
Title: [Title]
Date: [Date]

By: [Signature]
(signature)
Name: M. ELIZABETH KILKENNY
Title: SECRETARY
Date: 2/14/91

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

February 14, 1997

The State Corporation Commission has found the accompanying articles submitted on behalf of

GIFTS IN KIND INTERNATIONAL
(FORMERLY GIFTS IN KIND AMERICA)

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective February 14, 1997 at 12:32 PM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AMENACPT
CIS20436
97-02-13-0121

ARTICLES OF INCORPORATION
OF
GIFTS IN KIND OF AMERICA

We hereby associate to form a nonstock corporation under the provisions of Chapter 2, of Title 13.1 of the Code of Virginia and to that end set forth the following:

ARTICLE I
NAME

The name of this corporation shall be Gifts In Kind, Incorporated (herein referred to as "the Corporation").

ARTICLE II
PURPOSES AND POWERS

1. The Corporation is organized exclusively for charitable purposes and more particularly for the purpose of coordinating the needs of organizations, qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Service, for donations of products, goods, and services which corporate (and noncorporate) donors wish to make to such organizations.
2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Directors, Officers or any private persons, except that the Corporation is empowered to pay reasonable compensation for services rendered and to make payments, and distribution in furtherance of the purposes set forth in (1) above.
3. The Corporation may solicit and receive funds and property by gift, transfer, devise, or bequest, and may administer and apply such funds and property in the furtherance of the purposes set out in (1) above.
4. The Corporation shall not substantially engage in activities attempting to influence legislation, nor shall it directly or indirectly participate or intervene (including the publishing or distributing of statements) in any political campaigns on behalf of any candidate for public office, nor shall it engage in any other activity not within the purposes set out in (1) above.
5. The Corporation shall do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of the Corporation, and shall exercise all power to own, lease, contract for the purchase and sale of, and to mortgage or otherwise encumber, real personal property.
6. The Corporation, upon its dissolution, after its lawful obligations and all other requirements of law are met and complied with, shall dispose of its assets exclusively for the purposes of the Corporation or to such organization which shall, at that time, qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding section of any future Internal Revenue Law). The disposition of assets of the Corporation, upon dissolution, shall be made, consistent with the foregoing provisions, in the manner determined by the Board of Directors or directed by a court of competent jurisdiction.

ARTICLE III
MEMBERS

The Corporation shall have no members.

ARTICLE IV
BOARD OF DIRECTORS

1. The affairs of the Corporation shall be managed by the Board of Directors.
2. The initial number of directors of the Corporation shall be three (3) and the directors are to serve for no more than three (3) consecutive two (2) year terms. Successor directors shall be elected by vote of a majority of the then current directors.
3. The names and address of the persons who shall serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
William Aramony	7410 Gatewood Court Alexandria, Virginia 22307
Lane Adams	200 East 62nd Street, #18D New York, New York 10021
Stephen J. Paulachak	403 Green Street Alexandria, Virginia 22314

ARTICLE V
REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 701 North Fairfax Street, Alexandria, Virginia 22314. The name of the City in which the initial office is registered is Alexandria, Virginia. The name of its registered agent is Stephen J. Paulachak, who is a resident of Virginia and whose business is the same as the registered office of the Corporation.

Joyce L. Evans

Incorporator