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FILED *of*
in the office of the Secretary of State
of the State of California

MAR 16 2005

**Certificate of Amendment
Of
Articles of Incorporation**

The undersigned certify that:

1. They are the president and the secretary, respectively of Bay Area Law Enforcement Assistance Fund, Inc., a California Public Benefit Corporation.
2. Article SEVENTH of the Articles of Incorporation of this corporation is added to read as follows:

“The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.”

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has no members.

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

Date: 01/19/05

Marilyn Rosekind
Marilyn Rosekind, President

Timothy A. Foley
Timothy A. Foley, Secretary