

**State
of
California**
OFFICE OF THE SECRETARY OF STATE

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

That the annexed transcript has been compared with the 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

FEB 19 1981



March Fong Eu

Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

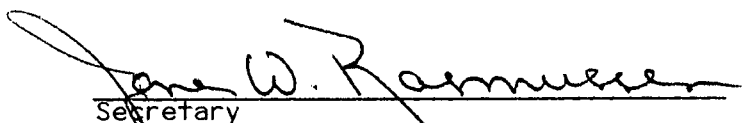
**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California
FEB 9 1981
MARCH FONG EU, Secretary of State
By JAMES E. HARRIS
Deputy

Herbert Tetzlaff and Jane Rasmussen certify that:

1. They are the President and the Secretary respectively of Association of Regional Center Agencies, Incorporated, a California corporation.
2. At a meeting of the Board of Directors of the corporation, duly held at Sacramento, California, on August 9, 1980, the following resolution was adopted:
"RESOLVED: That Article 11(c) of the Articles of Incorporation of this corporation is deleted."
3. The members have adopted the amendment by resolution at a meeting held at Sacramento, California, on August 9, 1980. The wording of the amended article, as set forth in the members' resolution, is the same as that set forth in the directors' resolution in paragraph two above.
4. The number of members who voted affirmatively for the adoption of the resolution is 35 and the number of members constituting a quorum is 28.




President

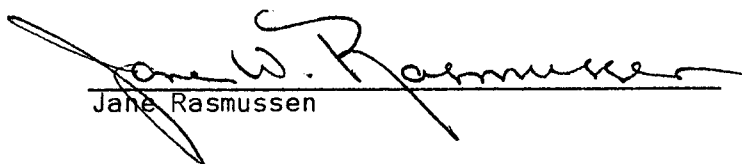


Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their knowledge. Executed at Sacramento, California, on August 9, 1980.



Herbert Tetzlaff



Jane Rasmussen