

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION  
of THE CHEEKTOWAGA COMMUNITY DEVELOPMENT CORPORATION  
under Section 803 of the Not-for-Profit Corporation Law

WE, the undersigned, being respectively the President and Secretary  
of the above named corporation, do hereby certify:

1) The name of the corporation is THE CHEEKTOWAGA COMMUNITY  
DEVELOPMENT CORPORATION.

2) The Certificate of Incorporation of the Corporation was  
filed by the Department of State on February 11, 1983, and the corporation  
was formed pursuant to Sections 402 and 1411 of the Not-for-Profit Corpora-  
tion Law.

3) The Corporation is a corporation as defined in Section 102  
(a) (5) of the Not-for-Profit Corporation Law, and is a Type C corporation  
pursuant to Sections 201 and 1411 (b) of the said law.

4) Paragraph "1" of the Certificate of Incorporation is hereby  
amended to read as follows:

"1) The name of the corporation shall be THE CHEEKTOWAGA  
ECONOMIC DEVELOPMENT CORPORATION."


5) This Certificate of Amendment was authorized to be filed by  
vote of the directors and members of the corporation, at a special meeting  
held to consider such amendment, among other matters, on May 18th, 1983.


6) The consent of the Attorney General of the State of New York  
and the approval of the Supreme Court of the State of New York for the  
Eighth Judicial District are endorsed upon or annexed to the Certificate of  
Incorporation, and prior to the delivery of this Certificate of Amendment to  
the Department of State for filing, the approval or consent of such officers  
shall be annexed to or endorsed upon this Certificate.

7) The Secretary of State is hereby designated as the agent of the corporation upon whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of any process against the corporation which is served upon him is as follows:

c/o The Corporation  
Cheektowaga Town Hall  
P.O. BOX 383  
Cheektowaga, NY 14225

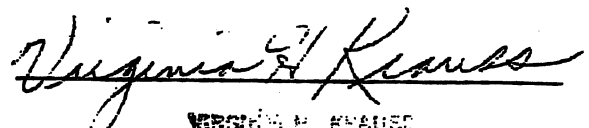
IN WITNESS WHEREOF, the officers of the corporation have hereunto subscribed their names on behalf of the corporation, pursuant to authorisation, on this 18th day of May, 1983.

  
MERLE L. DEMERLY, President  
Cheektowaga Town Hall  
P.O. BOX 383  
Cheektowaga, NY 14225

  
JAMES F. MIETLICKI, Secretary  
Cheektowaga Town Hall  
P.O. BOX 383  
Cheektowaga, NY 14225


STATE OF NEW YORK )  
COUNTY OF ERIE ) S S . . .

On this 18th day of May, 1983, before me personally appeared MERLE L. DEMERLY and JAMES F. MIETLICKI, to me known and known to me to be the President and Secretary of the CHEEKTOWAGA COMMUNITY DEVELOPMENT CORPORATION, respectively; they did execute the foregoing Certificate and did jointly and severally acknowledge to me that they executed the same and they further acknowledged to me that they were executing the same as President and as Secretary of the said corporation, respectively, and that they were authorized to so execute same on the corporation's behalf.

  
VIRGINIA H. KEARS  
NOTARY PUBLIC  
By Commission Expires March 1, 1984

I, WILLIAM OSTROWSKI, a Justice of the Supreme Court of the State of New York for the Eighth Judicial District do hereby approve the foregoing Certificate of Amendment of the CHEEKTOWAGA COMMUNITY DEVELOPMENT CORPORATION, and consent that the same be filed with the Department of State.

DATED: 5- 26, 1983

  
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