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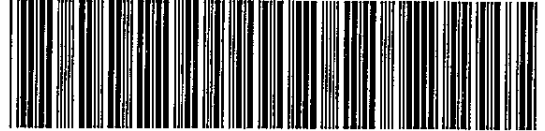
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Amend
(1a) 4/29/04

LAW OFFICE
of
John D. Ellis, Jr., P.A.
• Attorney and Counselor-At-Law
P. O. Box 1161
(Please Reply to PO Box)
Orlando, FL 32801
Office: (407) 894-1441 • Fax: (407) 894-4147

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

March 19, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Amended Articles of Incorporation of Welbourne Ave., Nursey and
Kindergarten, Inc.,

Dear Sir/Madam:

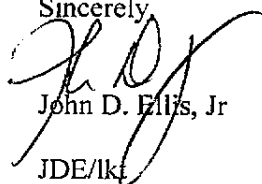
Please find enclosed the original and one copy of the Amended Articles of
Incorporation for the above reference corporation and the filing fee in the amount of
Thirty-Five (\$35.00) dollars and no cents.

Upon filing the enclosed Amended Articles, please return the certified copy and
certificate of status to this office at our mailing address:

**P.O. Box 1161
Orlando, Florida 32802**

Thank you, in advance for your cooperation and assistance in this matter.

Sincerely,


John D. Ellis, Jr
JDE/lkt

cc: Welborne Avenue Nursery and Kindergarten, Inc.

AMENDED ARTICLES OF INCORPORATION

The following provisions of the Articles of Incorporation of WELBOURNE AVENUE NURSERY AND KINDERGARTEN, INC., filed in Tallahassee, Florida, October 20, 1959 hereby is amended in the following particulars

The Amended Article of Incorporation be and is hereby amended to read as the follows:

ARTICLE I NAME

The name of the corporation shall be: Welbourne Avenue Nursery and Kindergarten, Inc.

ARTICLE II PURPOSE

- A. The purpose for which the corporation is to be formed are for scientific, educational, and charitable purposes within the meaning of Section 501 C (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Code law.
- B. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501 C (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Law.

ARTICLE III TERM OF EXISTENCE

The duration of this corporation shall be: Perpetual.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The directors will be appointed to serve a two-year term. Following the expiration of the director's term the manner of election will be set forth in the corporation's by-laws.

ARTICLE V REGISTERED OFFICE, AGENT AND MAILING ADDRESS

The Registered office and Place of Business shall be 450 W. Welbourne Avenue, Winter Park, Florida 32789. The Registered Agent shall be John D. Ellis, Jr., Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

whose address is 640 N. Hillside Ave., Orlando, Florida 32803. The mailing address of the corporation shall be 450 W. Welbourne Avenue, Winter Park, Florida 32789.

ARTICLE VI
ADDITIONAL PROVISIONS

A. Any provisions that under Section 617.0202 F.S. is required or remitted to be set forth in the corporation by-laws. Any such provision set forth in the Article of Incorporation need not be set forth in the corporate by-laws.

ARTICLE VII
AMENDMENTS.

Amendments to the Articles of Incorporation shall be adopted by a majority vote of the Board of Directors at any regular or special meeting called for that purpose and proposed by the Board of Directors to the membership. A majority vote of all members present and entitled to in the by-laws of the corporation.

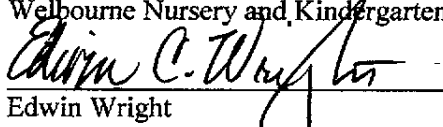
ARTICLE VIII
DISSOLUTION

In the event this corporation shall be dissolved, said dissolution shall be in accordance with the laws of the State of Florida and any monies which may be left over shall pass directly to another charitable organization which, in and of itself, shall qualify under Section 501 C of the Internal Revenue Code of 1954, as amended.

The above amendments were adopted by the Board of Directors of Welbourne Nursery and Kindergarten, Inc., on the 15th day of March 2004. The foregoing amendments does not require the vote/approval of the membership of the corporation.

In witness whereof the undersigned President and Secretary of Welbourne Nursery and Kindergarten, Inc., a not for profit corporation have executed the articles of amendment of incorporation this 15th day of March 2004.

Welbourne Nursery and Kindergarten, Inc.,


Edwin Wright

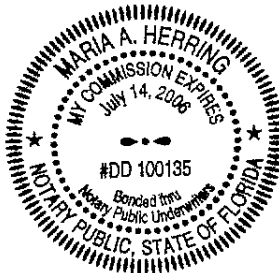
Carolyn Walker
Secretary

STATE OF FLORIDA
ORANGE COUNTY

The foregoing instrument was acknowledged before me this 15th day
of March 2004, by Edwin Wright and Carolyn Walker who
have produced as identification _____;
_____ and who did/did not take
and oath.

Maria Herring
Notary Public

My Commission Expires:
My Commission Number is:



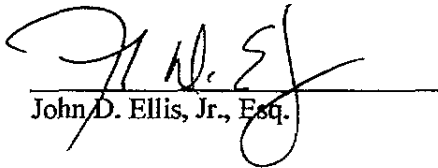
**CERTIFICATE OF DESIGNATION OF REGISTERED
OFFICE AND REGISTERED AGENT**

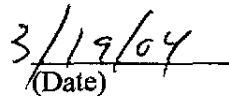
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED
OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Welbourne Avenue Nursery and Kindergarten,
Inc.
2. The name and address of the registered agent and office is:

John D. Ellis, Jr., Esq.
640 N. Hillside Ave.
Orlando, Florida 32803

Having been named as the registered agent and to accept service of process for the
above stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.


John D. Ellis, Jr., Esq.


(Date)