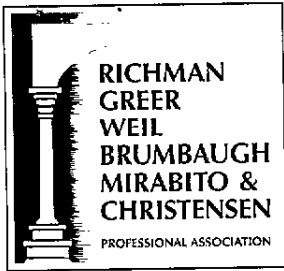


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Robert L. Floyd
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Of Counsel

- 1 Certified in Civil Trial Law By The Florida Bar
- 2 Certified in Marital & Family Law By The Florida Bar
- 3 Certified in Wills, Trusts & Estates By The Florida Bar
- 4 Also, Certified Public Accountant in Florida
- 5 Certified in Business Litigation By The Florida Bar

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REPLY TO:
Miami Office

June 2, 1999

FILED
90 JUN -7 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-06/07/99--01138--010
*****43.70 *****43.70

Subject: Amendments to Certificate of Incorporation of
Palmer Trinity Private School, Inc.

Our File No:

Dear Sir or Madam:

Enclosed please find the amendments for filing in the above referenced matter. Also enclosed is a check in the amount of \$43.70, payable to the Florida Secretary of State for the filing fee and a certified copy, I have included a self address stamped envelope for your convenience.

Should you have any further questions, please do not hesitate to call me.

Thank you for your time in this matter.

Sincerely,

Madeline Isla-Calleiro
Secretary to JMB

MIC

Enclosures

Amend

V. SHEPARD JUN 14 1999

FILED
99 JUN -7 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Amendments to Certificate of Incorporation
Of
Palmer Trinity Private School, Inc.
(a Florida Corporation, Not for Profit)**

Articles II, VII and IX of the Certificate of Incorporation of Palmer Trinity Private School, Inc., a Florida corporation, not for profit, are hereby amended to read as indicated below. The changes were unanimously approved by the members of the corporation at a meeting held January 19, 1999.

**ARTICLE II.
PURPOSES & POWERS**

Section 1. Purposes

Without in any way limiting the foregoing general purposes, the specific purpose of the corporation is to operate a private independent Episcopal school that provides an outstanding educational experience in a program that is academically challenging and fosters spiritual and physical well being.

**ARTICLE VII.
BOARD OF DIRECTORS**

The affairs and business of the Corporation will be conducted by a Board of Directors. The Board of Directors will consist of not fewer than fifteen (15) members, the exact number as determined in the Bylaws of the Corporation, as the same may exist from time to time

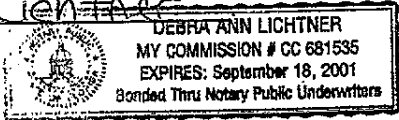
**ARTICLE IX.
AMENDMENT**

This Charter may be amended by consent of a majority of the members of the Corporation in any manner which does not contravene the purposes of the Corporation as set out in this Charter or would not adversely affect its status as an organization qualifying under Section 501(c)(3) of the internal Revenue Code of 1986, as amended.

PALMER TRINITY PRIVATE SCHOOL, INC.
a Florida Corporation, not for profit

By: Irene Souto
Irene Souto, President

Sworn to and subscribed to before me on this 4th day of May, 1999 by
Debra Lichtner



[Signature]
Notary Public

Personally Known Or Produced Identification _____
Type of Identification Produced _____

My Commission expires: 9/15/01

Attest: Anthony J. O'Donnell
Anthony J. O'Donnell, Secretary

Sworn to and subscribed to before me on this 13 day of May, 1999 by
CATHERINE D'ARCY



CATHERINE D'ARCY
My Commission CC544957
Expires May 03, 2000

Catherine D'Arcy
Notary Public

Personally Known Or Produced Identification _____
Type of Identification Produced _____

My Commission expires: May 3, 2000