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FILED  
NOV 30 PM 12:42  
TALLAHASSEE, FLORIDA

November 24, 1998

800002698098--9  
-11/30/98--01132--012  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

Division of Corporation  
PO Box 6327  
Tallahassee, FL. 32314

Re: The Little Schoolhouse, Inc.

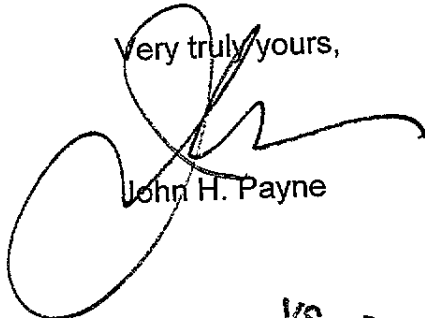
Gentlemen:

Enclosed please find Articles of Amendment of Corporate Charter dated November 18, 1998, together the Certificate designating Registered Office and Resident Agent.

Additionally, my check in the sum of \$70.00 is enclosed to cover the Amendment and the change of Registered Agent.

Please do not hesitate to call this office should you have any questions.

Very truly yours,



John H. Payne

JHP/af  
Enc.

Note: Vote was sufficient for Approval  
By The Members pursuant TO Art. IX  
of The Art. of INC. JB

VS DEC 11 1998

Amend

JB

THE LITTLE SCHOOLHOUSE, INC.

A Florida corporation not for profit

Articles of Amendment of Corporate Charter

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Little Schoolhouse, Inc., a Florida corporation not for profit, certifies that:

1. Amendments to the charter of the corporation have been adopted as set forth in the resolution attached hereto as Exhibit "A".

2. On November 18, 1998, the resolution set forth in Exhibit "A" was approved by the board of directors of the corporation and proposed to the members of the corporation for adoption.

3. Pursuant to a duly given notice of meeting and of the proposed amendments of the corporate charter set forth in Exhibit "A", the members of the corporation in a meeting on November 18, 1998, at which a quorum was present adopted the resolution which is Exhibit "A" by the affirmative vote of a majority of the members present.

Executed this November 18, 1998.

The Little Schoolhouse, Inc.

*Barbara B. Payne*

Barbara B. Payne, President

Attest:

Marion Campbell, Secretary

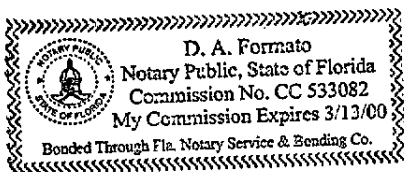
*Marion L. Campbell*

State of Florida  
County of Broward

The foregoing instrument was acknowledged before me this November 18, 1998, by Barbara B. Payne, President of The Little Schoolhouse, Inc., a Florida corporation not for profit, on behalf of the corporation.

My Commission Expires:

*D. A. Formato*  
Notary Public



## EXHIBIT 'A'

IT IS RESOLVED THAT the articles of incorporation of this corporation be amended in the following respects:

### ARTICLE XII

Upon dissolution of the corporation and after paying or making provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed exclusively for the purposes of the corporation or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue Law). Provided, however, that the distribution shall be made to First United Methodist Church of Fort Lauderdale, of Fort Lauderdale, Florida, if the recipient church qualifies; if that entity does not qualify, then to West Palm Beach District of the Florida Conference of the United Methodist Church if that entity qualifies; if that entity does not qualify, then to the trustees of the Florida Conference of the United Methodist Church if that entity qualified; and if that entity does not qualify, then in the manner determined by the board of directors provided the distribution is exclusively for the purposes to the exempt organization or organizations described above. Any such assets not so disposed of shall be disposed of by the Circuit Court for the county in which the principal office of the corporation is then located, but exclusively for the purposes or to the exempt organization or organizations described above.