

735843

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December 19, 1997

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

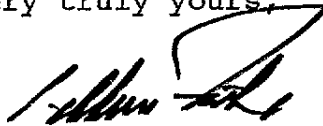
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-12/22/97--01112--009
*****35.00 *****35.00

Re: Creativity in ChildCare, Inc. Name Change to R'Club Child
Care, Inc.

I am transmitting herewith Articles of Amendment to the Articles
of Incorporation of Creativity in ChildCare, Inc. together with
check payable to your order in the amount of \$35.00 for the
filing fee. It would be appreciated if you would please
acknowledge to the undersigned that this document was properly
filed.

Thanking you for your cooperation, I am

Very truly yours,



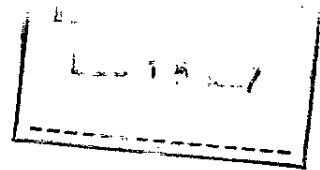
E. THOMAS FISHER, JR.

Enclosure

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
NFS
1-5-98

ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION OF CREATIVITY IN
CHILDCARE, INC.



Pursuant to Florida Statute Section 617.1006 the undersigned hereby state as follows, to wit:

1. The name of the corporation before the adoption of the Articles of Amendment was Creativity in ChildCare, Inc. The name of the corporation after the adoption of the Articles of Amendment is R'Club Child Care, Inc.

2. The text of the Amendment adopted is as follows:

Article I. of the Articles of Incorporation is hereby amended by deleting Article I. in its entirety and substituting the following in its place and stead:

ARTICLE I

NAME

The name of this corporation shall be R'Club Child Care, Inc.

3. The Amendment was adopted at a meeting of the members and Board of Directors held on November 20, 1997. The number of votes cast for the Amendment was sufficient for approval.

IN WITNESS WHEREOF the undersigned have executed these Articles of Amendment on the 15th day of December, 1997.

Creativity in ChildCare, Inc., now
known as R'Club Child Care, Inc.,
a Florida Corporation

By: Curtis Neel
CURTIS NEEL, President

Attest: Frank E. Smith
FRANK SMITH, Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

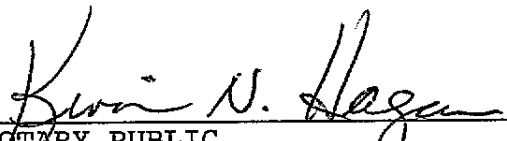
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FILED

Page 2 - Articles of Amendment to the Articles of
Incorporation of Creativity in ChildCare, Inc.

STATE OF FLORIDA:
COUNTY OF PINELLAS:

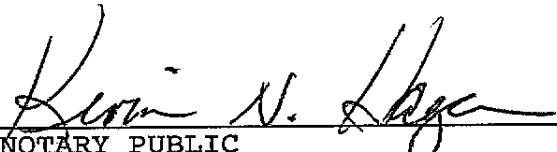
The foregoing instrument was acknowledged before me this
15th day of December, 1997, by Curtis Neel, President of
Creativity in ChildCare, Inc., now known as R'Club Child Care,
Inc., a Florida Corporation, on behalf of the corporation who
produced _____ as identification or if blank,
who is personally known to me.


NOTARY PUBLIC



STATE OF FLORIDA:
COUNTY OF PINELLAS:

The foregoing instrument was acknowledged before me this
15th day of December, 1997, by Frank Smith, Secretary of
Creativity in ChildCare, Inc., now known as R'Club Child Care,
Inc., a Florida Corporation, on behalf of the corporation who
produced _____ as identification or if blank,
who is personally known to me.


NOTARY PUBLIC

