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(813) 273-0050
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October 15, 1998

FILED
98 OCT 19 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-10/19/98--01084--011
*****87.50 *****43.75

Re: A Brighter Community, Inc.

Dear Division of Corporations:

Enclosed for filing are the original Articles of Amendment to the Articles of Incorporation for the above-referenced not-for-profit corporation, together with a photocopy of the executed Amendment and a check for \$87.50 in payment of the filing fee (\$35.00) and the fee for a certified copy (\$52.50).

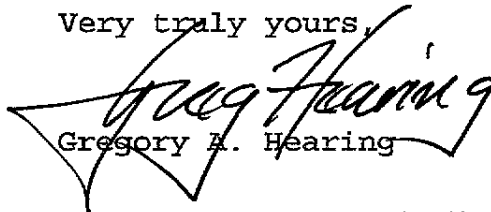
Please return a certified copy of the Articles of Amendment to:

Robin Pentz
A Brighter Community, Inc.
1613 N. Marion Street
Tampa, FL 33602

Please call me at (813) 273-0050 if you have any questions regarding this matter.

With kind regards, I remain

Very truly yours,


Gregory A. Hearing

GAH/jmh
Enclosures

Amend + N.C.
10-20-98
CC

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BRIGHT HORIZONS OF TAMPA BAY, INC.**

Pursuant to the provisions of Section 617.1002 of the Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article I is hereby deleted and replaced with the following:

Article I

The name of the Corporation shall be A BRIGHTER COMMUNITY, INC.

2. Article III is hereby deleted and replaced with the following:

Article III

The Corporation shall have no members.

3. Article IV is hereby deleted and replaced with the following:

Article IV

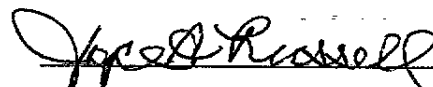
The Corporation shall have perpetual existence.

4. Article IX is hereby deleted in its entirety.
5. Article X is hereby deleted in its entirety.

There are no members entitled to vote on these amendments. These Articles of Amendment were duly adopted by a unanimous vote of the Board of Directors at their duly called meeting held on October 14, 1998.

CERTIFICATION

I hereby certify that the Amendments to the Articles of Incorporation of **Bright Horizons of Tampa Bay, Inc., n/k/a A Brighter Community, Inc.** set forth above were duly adopted by the members of the Corporation at its duly called meeting on October 14, 1998, at which a quorum was present and voting throughout.



President

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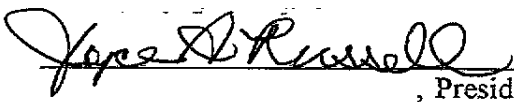
**AMENDMENT TO THE AMENDED BYLAWS
OF A BRIGHTER COMMUNITY, INC.**

1. The Bylaws are hereby amended to reflect the new name of the Corporation, **A Brighter Community, Inc.**
2. Article III is hereby deleted.

There are no members entitled to vote on these amendments. This Amendment to the Amended Bylaws was duly adopted by a unanimous vote of the Board of Directors at their duly called meeting held on October 14, 1998.

CERTIFICATION

I hereby certify that the Amendment to the Amended Bylaws of **Bright Horizons of Tampa Bay, Inc., n/k/a A Brighter Community, Inc.** set forth above were duly adopted by the members of the Corporation at its duly called meeting on October 14, 1998, at which a quorum was present and voting throughout.


_____, President