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LAW OFFICES OF

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A PARTNERSHIP INCLUDING
PROFESSIONAL CORPORATIONS
TELECOPIER (925) 256-9428

September 14, 1998

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

600002643276--9
-09/18/98--01054--023
*****35.00 *****35.00

Re: EdVenture Partners, Inc.

Dear Sir or Madam:

Enclosed please find an Application for Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida along with our check in the amount of \$35.00 and an endorsed-filed copy of the Certificate of Amendment of Articles of Incorporation of Sgro Promo Associates for filing. Please file the originals and return a filed copy in the envelope provided.

Thank you for your cooperation in this matter.

Very truly yours,

COOPER, WHITE & COOPER

Janis Wooley
Janis Wooley, Secretary to
Kristen Thall Peters

FILED
18 SEP 18 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/jw
enc.

*1/e
US/9/23*

**PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**
(Pursuant to s. 607.1504, F.S.)


**SECTION I
(1-3 MUST BE COMPLETED)**

FILED
98 SEP 18 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Sgro Promo Associates, Inc.
Name of corporation as it appears on the records of the Department of State.
2. California
Incorporated under laws of
3. April 22, 1997
Date authorized to do business in Florida

**SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 3-6-98
5. EdVenture Partners, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction



 Signature

MARCH 27 1998

 Date

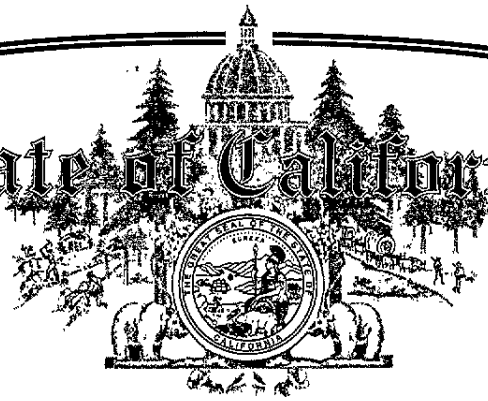
Laurel Sgro

 Typed or printed name

Secretary

 Title

State of California



SECRETARY OF STATE



1 page

CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

JUL 22 1998



Bill Jones

Secretary of State

A0505344

1519804

FILED
In the office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

MAR - 6 1998

OF

SGRO PROMO ASSOCIATES

Bill Jones
BILL JONES, Secretary of State

The undersigned certify that:

1. They are the president and the secretary, respectively, of Sgro Promo Associates, a California corporation (the "Corporation").
2. Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

"1.

The name of the corporation is EdVenture Partners."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporation Code. The total number of outstanding shares of the corporation is one thousand (1,000). The favorable vote of a majority of such shares is required to approve the foregoing amendment. The number of such shares voting in favor of the amendment equaled or exceeded the required vote.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

DATE: February 25, 1998

Tony Sgro
Tony Sgro, President

Laurel Sgro
Laurel Sgro, Secretary

