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Amen

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October 3, 2005

Corporate Records Bureau
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

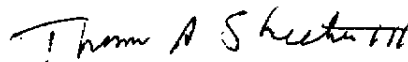
Re: EARLY LEARNING COALITION OF PALM BEACH COUNTY, INC.

Dear Sir/Madam:

Enclosed herewith please find an original and one (1) copy of the Second Articles of Amendment to Articles of Incorporation for the above-referenced company, together with a check in the amount of \$43.75 payable to Department of State (for the filing fee and for a certified copy). Please furnish the undersigned with a certified copy of the Second Articles of Amendment to Articles of Incorporation subsequent to filing same.

Thank you for your prompt attention to this matter.

Sincerely yours,



Thomas A. Sheehan, III

TAS:smw
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 14, 2005

LAW OFFICES OF MOYLE FLANIGAN KATZ
625 N FLAGLER DR 9TH FLOOR
W PALM BEACH, FL 33401-4025

SUBJECT: EARLY LEARNING COALITION OF PALM BEACH COUNTY, INC.
Ref. Number: N00000000054

We have received your document for EARLY LEARNING COALITION OF PALM BEACH COUNTY, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist

Letter Number: 405A00062724

SECOND ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

EARLY LEARNING COALITION OF PALM BEACH COUNTY, INC.

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TALLAHASSEE FLORIDA

Pursuant to the provisions of section 617.1001, Florida Statutes, the undersigned Corporation adopts the following articles of amendment to its articles of incorporation, as amended.

FIRST: Article II of the Articles of Incorporation of the Corporation shall be replaced in its entirety and the following shall be substituted in lieu thereof:

ARTICLE II

Purposes

The purposes for which this Corporation are organized are to fulfill the intent of (i) Florida Statute §411.01, establishing local early learning coalitions, and (ii) Part V of Chapter 1002, Florida Statutes, providing responsibilities for early learning coalitions with respect to the voluntary prekindergarten program, and exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.

SECOND: Article IX of the Articles of Incorporation of the Corporation, as amended, shall be replaced in its entirety and the following shall be substituted in lieu thereof:

ARTICLE IX

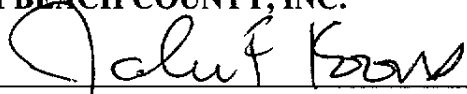
Amendments to Articles of Incorporation

These Articles of Incorporation are considered part of the Corporation's "coalition plan" and any amendment(s) to these Articles constitute an amendment of said plan. Provided that the procedure for amending said plan are met, these Articles of Incorporation may be amended at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors entitled to vote, as set forth in the Bylaws.

THIRD: The date of adoption of this Second Amendment was:
September 12, 2005

FOURTH: The second amendment was adopted by the directors of the Corporation and the number of votes cast for the second amendment was sufficient for approval. There are no members of the Corporation, and thus no member approval was required.

**EARLY LEARNING COALITION OF
PALM BEACH COUNTY, INC.**

By: 
Name: John F. Koons
Its: Secretary
Date: September 12, 2005