

^{Hidden} Potentials, Inc.

N97000002660

September 29, 1997

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

400002361814--9
-12/03/97-01038--018
*****35.00 *****35.00

The attached check for \$35.00 is to cover the cost of amending Hidden Potentials, Inc. Articles of Incorporation. The document number assigned to us on May 12, 1997 was N97000002660.

For your records, our Federal Employer Identification Number is 59-3384483.

Please feel free to contact me if you have any questions about this correspondence.

Sincerely,

Katherine E. Clinton
Katherine E. Clinton
President

Attachment

See 12/2

Amend

FILED
RECEIVED
97 DEC -2 PM 12:54 97 OCT -8 AM 8:56
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CORAMEND



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 13, 1997

KATHERINE E. CLINTON
HIDDEN POTENTIALS, INC.
P.O. BOX 5644
TITUSVILLE, FL 32783

SUBJECT: HIDDEN POTENTIALS, INC.
Ref. Number: N97000002660

We have received your document for HIDDEN POTENTIALS, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

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.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 097A00050010

ARTICLES OF AMENDMENT
HIDDEN POTENTIALS, INC.
A Florida Not-For-Profit Corporation

FILED
97 DEC -2 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned authorities, acting as the president and Secretary of Hidden Potentials, Inc. a Florida non-profit corporation and pursuant to Chapter 607.1006(1) (Florida Statute), hereby adopt the following Articles of Amendment for the Corporation. There are no members entitled to vote on this amendment. This amendment was adopted on October 1, 1997 by the directors.

ARTICLE III

The article will be changed to read as follows:

The purpose for which the Corporation is organized is to provide services to both regular and exceptional education children (i.e., autistic, learning disabled, mentally handicapped, etc.) including, but not limited to, in-home tutoring and parental instruction. The organization will solicit funds from the community to be used to provide such services.

ARTICLE IV

The directors and officers shall be as hereinafter designated:

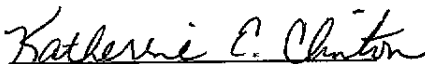
President & CEO	Katherine E. Clinton 353 Birch Street Titusville, FL 32780
Vice President	Tyka J. Price 2185 Rudge Drive Mims, FL 32754
Secretary	David Headley 4940 Pinewood Place Cocoa, FL 32922
Treasurer	Robyn R. Greek 13556 Emerald View Drive Orlando, FL 32828

Director Lyle M. Houser
5825 S. U.S. 1
Rockledge, FL 32955

Director Thomas A. Feaster
2173 Kings Cross
Titusville, FL 32796

Director David L. Clark
1165 Nova Terrace
Titusville, FL 32796

IN WITNESS WHEREOF, the undersigned, as the President and Secretary of this Corporation, have executed these Articles of Amendment.

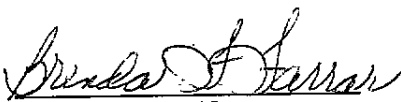

Katherine E. Clinton, President


David Headley, Secretary

STATE OF FLORIDA)
COUNTY OF BREVARD)

Before me, the undersigned authority, personally appeared _____ and _____ to me well known to be the president and secretary, respectively of the above-mentioned corporation, who executed the foregoing Articles of Amendment, and they acknowledged before me, according to the laws of the State of Florida, that they made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 25th day of November, 1997.


NOTARY PUBLIC
My commission expires:

