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T'S LEARNING CENTER III 10915 BAYMEADOWS RD. UNIT 200 JACKSONVILLE, FL 32256 904-538-0900			
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ARTICLES OF AMENDMENT TO

T'S LEARNING CENTER II, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: A	mendment(s) adopted: (CHANGE OF OFFICER)	3S 9
Add Mark I	Rohloff as 49% owner of the corporation. Rohloff as Vice President. resa Rohloff as 51% owner of the corporation.	FIL JUN 25 CRETAF LLAHAS
2		SEE "
SECOND:	The date of each amendment's adoption: 6/14/04	T S 1
THIRD: A	Adoption of Amendment(s) (Check One)	31
2	The amendment(s) was/were approved by the shareholders. The number of votes amendment(s) was/were sufficient for approval.	cast for the
	The amendment(s) was/were approved by the shareholders through voting groups statement must be separately provided for each voting group entitled to vote separamendment(s).	
	The number of votes cast for the amendment(s) was/were sufficient f (voting group).	or approval by
	The amendment(s) was/were adopted by the board of directors without sharehold shareholder action was not required.	er action and
	The amendment(s) was/were adopted by the incorporators without shareholder ac action was not required.	ction and shareholder
Signati	Signed this day of, 2004. Ure	e shareholders)
	OR	
	(By a director if adopted by the directors)	
	OR	
	(By an incorporator if adopted by the incorporators)	
Typed or	printed name Theresa Rohloff	
Title	President	