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JAMES GARDINAR

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OPEN HEARTS INT'L EDUCATION, INC.

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION

OPEN HEARTS INT'L EDUCATION, INC.
a Florida corporation

The undersigned, being the President of **OPEN HEARTS INT'L EDUCATION, INC., a Florida corporation** (the "Corporation"), hereby certifies that effective as of September 26, 2007, the Articles of Incorporation of the Corporation are modified and amended by these Articles of Amendment (the "Amendment") as follows:

1. Article I of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE I - NAME

The name of the Corporation shall be **OPEN HEARTS INTERNATIONAL COLLEGE, INC., a Florida corporation** (the "Corporation").

2. This amendment was adopted by the President and Executive Director without Shareholder action and Shareholder action was not required.

3. In all other regards, all of the articles, terms and conditions of the Articles of Incorporation of the Corporation not modified by this Amendment are hereby ratified and confirmed and shall remain in full force and effect. In the event of a conflict between the articles, terms and conditions of this Amendment and the Articles of Incorporation of the Corporation, the terms of this Amendment shall control. This Amendment shall be binding upon all of the Shareholders, Directors and Officers of the Corporation and their respective legal representatives, heirs, successors and assigns.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has hereunto set her hands and affixed the Corporation's seal this 30th day of September, 2007.


By: Jenny A. Nieveen, President

By: Robert R. Adams, Esq., as Attorney-in-Fact

[Corporate Seal]

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