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April 6, 1999

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

FILED
99 APR -7 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

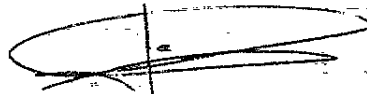
Re: American Village Academy, Inc. - Amendment to Articles

Dear Sir or Madam:

Please file the enclosed Articles of Amendment to Articles of Incorporation of American Village Academy, Inc. A check for \$35.00 payable to the Department of State for the filing fee is enclosed.

If you have any questions or require anything further, please contact me.

Sincerely,



Roger S. Grimberg
Legal Assistant

Enclosure

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-04/08/99--01083--003
*****35.00 *****35.00

cc: Ms. Heidi Danzig-Miller

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TLL APR 13 1999

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

AMERICAN VILLAGE ACADEMY, INC.

FILED
99 APR -7 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

American Village Academy, Inc. pursuant to Section 607.1001, Florida Statutes, does hereby file the following Amended and Restated Articles of Incorporation:

1. That the Articles of Incorporation of American Village Academy, Inc. are hereby amended and restated in their entirety to read as follows: —

Article I.

AMERICAN VILLAGE ACADEMY, INC. —

The name of this corporation is AMERICAN VILLAGE ACADEMY, INC.

Article II.

ADDRESS

The street address of the principal office of the corporation is 9043 Tower Pine Drive, Winter Garden, Florida 34787, and the mailing address of the corporation is the same.

Article III.

CAPITAL STOCK

This corporation is authorized to issue 5,000,000 shares of authorized stock all of one class at a par value of \$0.01 per share, to be designated "common shares."

Article IV.

REGISTERED AGENT

The name and street address of the initial registered agent and office of this corporation is Heidi Danzig-Miller, 9043 Tower Pine Drive, Winter Garden, Florida 34787.

Article V.

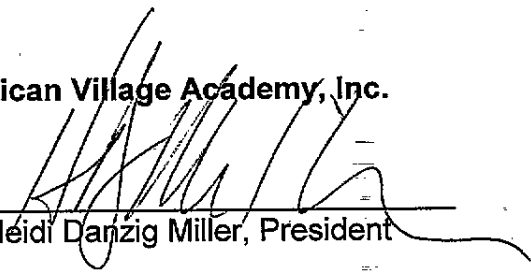
INCORPORATOR

The name and address of the incorporators to these Articles of Incorporation are:
Heidi Danzig-Miller, 9043 Tower Pine Drive, Winter Garden, Florida 34787;
Darlene A. Danzig, 390 Buttowood Drive, Kissimmee, Florida 34743;
Ruth A. Wilson, 784 B. Maryland Avenue, Winter Park, Florida 32789.

The foregoing amendments were adopted by all of the member(s) of the Board of Directors and all of the shareholder(s) of this Corporation, by a joint written action dated March 17, 1999, and such number of votes for the amendment is sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Amended and Restated Articles of Incorporation on the 17th day of March, 1999.

American Village Academy, Inc.

By: 
Heidi Danzig Miller, President

(CORPORATE SEAL)

Attest:


Darlene A. Danzig, Secretary