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BASIC AMENDMENT

THE CENTER FOR ONLINE LEARNING, INC.

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Amendment

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AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
THE CENTER FOR ONLINE LEARNING, INC.

Pursuant to Section 607.1006(1) of the Florida Statutes, the Articles of Incorporation of The Center for Online Learning, Inc., a Florida corporation (the "Corporation"), are hereby amended as follows:

1. The name of the Corporation is The Center for Online Learning, Inc.
2. Article IV of the Articles of Incorporation of The Center for Online Learning, Inc., is hereby amended to read as follows:

ARTICLE IV

Capital Stock

This corporation is authorized to issue eleven million (11,000,000) shares of common stock, each with a par value of one cent (\$.01).

3. The foregoing amendment was adopted by the Board of Directors and approved by the shareholders of this Corporation on September 21, 2001.

4. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned director of this Corporation has executed this Amendment to the Articles of Incorporation of The Center for Online Learning, Inc. this 19<sup>th</sup> day of October, 2001.

THE CENTER FOR ONLINE LEARNING, INC.

By:   
Steven A. Marx, Chairman of the Board