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eSchoolSolutions.com, Inc.
3330 Edgewater Drive, Orlando, FL 32804

Tel: (407) 835-9899

Facsimile: (407) 835-9838

October 6, 2000

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

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-10/13/00--01055--001
*****43.75 *****43.75

RE: Amendment of Articles of Incorporation

Dear Sir/Madam:

Enclosed for filing (in accordance with Section 607.1006 of the Florida Statutes) please find the following:

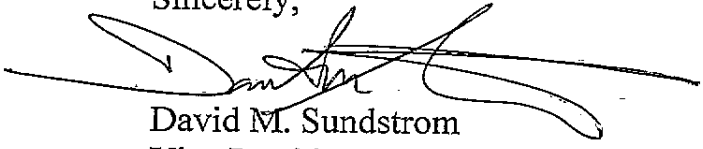
1. An original and one copy of the *Articles of Amendment to the Articles of Incorporation of eSchoolSolutions.com, Inc.*;
2. A check in the amount of \$43.75, (the \$35.00 filing fee plus \$8.75 for return of a certified copy).

FILED
00 OCT 13 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Upon filing the Articles, please return a certified copy to me at the above address. Also, please do not hesitate to contact me should you have any questions or concerns. I can be reached at (407) 835-9899 ext. 223.

Your attention to this matter is appreciated.

Sincerely,


David M. Sundstrom
Vice President

NIC
Amend

S. PAYNE OCT 19 2000

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
eSchoolSolutions.com, Inc.**

FILED
00 OCT 13 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is presently eSchoolSolutions.com, Inc.

SECOND: The following Amendment to the Articles of Incorporation is adopted:

1. Article I is amended to read as follows:

**"ARTICLE I
Name of Corporation**

The name of the Corporation is:

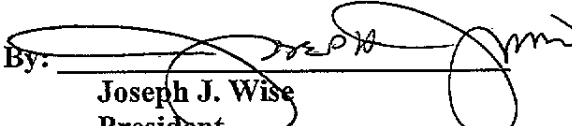
eSchool Solutions, Inc."

THIRD: Pursuant to Section 607.1003, Florida Statutes, the foregoing amendment was adopted by the Shareholders without an act of the Directors and the number of votes cast by the Shareholders was sufficient for approval.

FOURTH: The date of the adoption of the amendment was October 2, 2000.

Signed this Second day of October, 2000.

ESCHOOLSOLUTIONS.COM, INC.

By: 
Joseph J. Wise
President