

04/16/2001

15:42

TRIPP SCOTT → 950602*0001#18502050380#

NO. 673 0001

570118

Florida Department of State
Division of Corporations
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BASIC AMENDMENT

SHOW MANAGEMENT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
SHOW MANAGEMENT, INC.**

The following provisions of the Articles of Incorporation of Show Management, Inc., a Florida corporation (the "Corporation"), filed with the Department of State on April 24, 1978, document number 570118, be and they are hereby, amended as shown below:

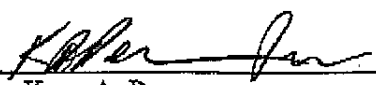
Article First of the Articles of Incorporation of this Corporation is hereby deleted in its entirety and replaced with the following:

First: The name of the corporation is:

PEARSON HOLDINGS, INC.

The foregoing amendment was adopted by a Joint Consent Action of the Shareholders and Board of Directors of this Corporation, dated the 11th day of April, 2001. The number of votes cast by the shareholders in favor of the foregoing amendments was sufficient to approve the foregoing amendments.

IN WITNESS WHEREOF, the undersigned, being the Secretary of this Corporation, has executed these Articles of Amendment on this 12-day of April, 2001.


Name: Kaye A. Pearson
Title: President

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Prepared By: Tanya L. Bower, Esq.
Bar No.: 0093378
Tripp Scott
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