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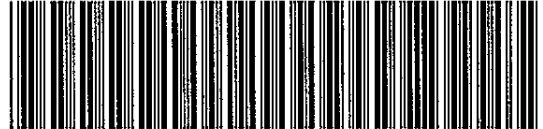
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.

* C. Coulligie JAN 10 2006

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December 30, 2005

Via Federal Express

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

**Re: Filing of Articles of Amendment to Articles of Incorporation of
Academy of the Holy Names of Florida, Inc.**

Dear Sir of Madam:

Enclosed for filing are the Articles of Amendment to Articles of Incorporation of Academy of the Holy Names of Florida, Inc. Also enclosed is a check for \$52.50 covering the filing fee of \$35.00 and \$17.50 for two (2) certified copies of the filed amendment. Please forward the filing receipt and certified copies to:

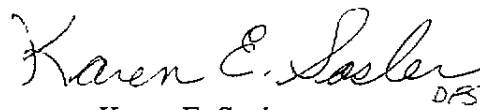
Karen E. Sosler, Esq.
Iseman, Cunningham, Riestler & Hyde, LLP
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Albany, New York 12203

Department of State
Page 2
December 30, 2005

If you have any questions, please call me at (518) 462-3000.

Very truly yours,

ISEMAN, CUNNINGHAM, RIESTER & HYDE, L.L.P.

Handwritten signature of Karen E. Sosler in cursive script. The signature includes the initials "DFS" at the end.

Karen E. Sosler

Enclosures

cc: Carol A. Hyde, Esq.

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
ACADEMY OF THE HOLY NAMES OF FLORIDA, INC.

FILED
2006 JAN -3 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is ACADEMY OF THE HOLY NAMES OF FLORIDA, INC. (the "Corporation").
2. The Articles of Incorporation of the Corporation is hereby amended as follows:
 - (a) Article III of the Corporation's Articles of Incorporation is amended to read as follows:

“ III.

The Members of the Corporation shall be the individuals serving from time to time as the Provincial Superior and Provincial Council of the Sisters of the Holy Names of Jesus and Mary U.S.-Ontario Province.

The approval of the Members is required before the Board of Trustees can:

- a. amend the Articles of Incorporation or the Bylaws of the Corporation;
- b. mortgage or otherwise encumber any real property;
- c. merge or consolidate with any other corporation, partnership, joint venture, or any other person or organization;
- d. dissolve the Corporation;

- e. guarantee the debt of another;
- f. lend or borrow money in excess of \$200,000.00;
- g. pledge personal property or assets to secure any debt, except to the extent that a pledge of personal property or the conveyance of a security interest in such property is incident to the purchase or lease of the property pledged as security;
- h. buy or sell any real estate;
- i. enter into any lease of the real or personal property of the Corporation in excess of a term of one (1) year;
- j. organize, incorporate, manage, or fund any subsidiary or related entity;
- k. engage in any loans, transfers, contracts, or other relationships with any entity whose directors or trustees are appointed by the Members;
- l. authorize budgets prepared for, and submitted by, the educational institution;
- m. make expenditures not included in the budgets approved by the Members in a single or related transaction in excess of \$200,000.00;
- n. confirm the appointment of the chief administrator for the educational institution as selected by the Board of Trustees; or
- o. sell, lease, exchange otherwise dispose of all or substantially all of the property and assets of the Corporation, regardless of whether or not the Corporation is insolvent at such time.”

- (b) Article VI of the Corporation’s Articles of Incorporation is amended to read as follows:

“ VI.

The Board of Trustees of the Corporation shall be composed of at least three but not more than nineteen members. All Board members shall be elected or appointed by the Members of the Corporation. Each member of the Board of Trustees shall have one vote.”

- (c) The second full paragraph of Article VIII of the Corporation’s Articles of Incorporation is amended to read as follows:

“ Upon the dissolution of the Corporation, all of its property and assets remaining after payment of its debt and costs and expenses of such dissolution shall be distributed to Sisters of the Holy Names of Jesus and Mary of the New York Province, Inc. (“SNJM”), a New York not-for-profit corporation, or its successor, for use for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax law. If, upon dissolution, SNJM or its successor, are not in existence or are not organizations described in Section 501(c)(3) of the Internal Revenue Code, the property remaining after providing for debts and costs and expenses of the Corporation shall be distributed, in conformity with the Canon Law of the Roman Catholic Church, to an organization or organizations affiliated with the Sisters of the Holy Names of Jesus and Mary and exempt under Section 501(c)(3) of the Code as the Board of Trustees may determine.”

3. These Amendments were adopted by a majority vote of the Corporation’s sole member at a meeting of the member held on December 1, 2005.

4. These Amendments shall be effective as of January 1, 2006.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on this 29 day of December, 2005.

Jacqueline L. Landry
By: Jacqueline L. Landry
Title: PRESIDENT/CEO

Shelley Green
WITNESS