

From:

01/17/2006 11:44 #026 P.001/002

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I20000000088
Phone : (800) 221-0102
Fax Number : (212) 564-6083

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DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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REGISTERED AGENT CHANGE

PROJECT ACADEMY, INC.

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T BROWN JAN 17 2006

From:

01/17/2006 11:45 #026 P.002/002

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**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation:

Project Academy, Inc.

2. The principal office address:

445 BROAD HOLLOW RD, STE 239 New York NY 11747

3. The mailing address (if different):

4. Date of incorporation/qualification: 03/17/2005 Document number: F05000001690

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

CORPORATION SERVICE COMPANY

1201 HAYS STREET

TALLAHASSEE FL 32301-2525

6. The name and street address of the new registered agent (if changed) and/or registered office (if changed):

National Corporate Research, Ltd., Inc.

515 East Park Avenue

(P.O. Box NOT acceptable)

Tallahassee Florida 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

Bernard J. Angelo
(Signature of an officer or director)

Bernard J. Angelo, President
(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity, I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Kelly A. Hemphill
(Signature of Registered Agent)

January 12, 2006
(Date)

If signing on behalf of an entity:

Kelly A. Hemphill
(Typed or Printed Name)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

CR2E045 (8/05)

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