

# F96000002203

**Document Number Only**

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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-02/26/99--01070--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**CORPORATION(S) NAME**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Laureate Realty Services, Inc.  
Changing to: Laureate Capital Corp.  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*Name*  
*Change*  
*Amend*

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit              | <input checked="" type="checkbox"/> Amendment   | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit           |   |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of          |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

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99 FEB 26 PM 5:12  
SERIES STATE  
TALLAHASSEE, FLORIDA

Name \_\_\_\_\_  
Availability 2/26/99  
Document \_\_\_\_\_  
Examiner MSR  
Updater MSR  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

02/26/99

RECEIVED  
99 FEB 26 AM 11:37  
DIVISION OF CORPORATION

*Amend*  
*2/26/99*

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA**

FILED  
99 FEB 26 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION I (1-3 must be completed)**

1. Laureate Realty Services, Inc.  
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: South Carolina
3. Date authorized to do business in Florida: May 2, 1996

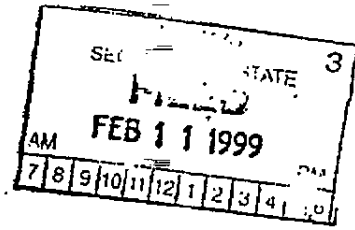
**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?  
February <sup>11</sup>~~12~~, 1999
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:  
Laureate Capital Corp.
6. If the amendment changes the period of duration, indicate new period of duration.  
NA
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
NA

Jordan D. Dorchuck  
Signature  
Name and Title  
Jordan D. Dorchuck, Secretary

2/24/99  
Date

STATE OF SOUTH CAROLINA  
 SECRETARY OF STATE  
 ARTICLES OF AMENDMENT



Pursuant to Section 33-10-106 of the 1976 South Carolina Code, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Laureate Realty Services, Inc.
2. On February 4, 1999, the corporation adopted the following Amendment(s) of its Articles of Incorporation:  
 (Type or attach the complete text of each Amendment)

Article 1 of the Corporation's Articles of Incorporation is amended by deleting the current Article 1 in its entirety and substituting in lieu thereof the following:

"The name of the corporation is Laureate Capital Corp."

3. The manner, if not set forth in the amendment, in which any exchange, reclassification or cancellation of issued shares provided for in the Amendment shall be effected, is as follows: (if not applicable, insert "not applicable" or "NA").

Not applicable

4. Complete either a or b, whichever is applicable.

- a.  The Amendment(s) was adopted by shareholder action.  
 At the date of adoption of the amendment, the number of outstanding shares of each voting group entitled to vote separately on the Amendment, and the vote of such shares was:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the Meeting	Number of Undisputed Shares Voted	
				For	Against
Common Stock	100	100	100	100	0

**\*NOTE:** Pursuant to Section 33-10-106(6)(i), the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

- b.  The Amendment(s) was duly adopted by the incorporators or board of directors without shareholder approval pursuant to §33-6-102(d), 33-10-102 and 33-10-105 of the 1976 South Carolina Code as amended, and shareholder action was not required.

CERTIFIED TO BE A TRUE AND CORRECT COPY  
 AS TAKEN FROM AND COMPARED WITH THE  
 ORIGINAL ON FILE IN THIS OFFICE

FEB 24 1999

  
 SECRETARY OF STATE OF SOUTH CAROLINA

5. Unless a delayed date is specified, the effective date of these Articles of Amendment shall be the date of acceptance for filing by the Secretary of State (See §33-1-230(b)). These Articles of Amendment shall be effective on February 12, 1999.

DATE February 4, 1999

Laureate Realty Services, Inc.  
(Name of Corporation)

By:   
(Signature)

H. Jackson Upchurch, Jr., Chairman of the Board  
(Type or Print Name and Office)

### FILING INSTRUCTIONS

1. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.
2. If the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form.
3. Filing fees and taxes payable to the Secretary of State at time of filing application.

Filing Fee	\$ 10.00
Filing tax	\$100.00
Total	\$110.00

Form Approved by South Carolina  
Secretary of State 1/89