A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS TELECOPIER (925) 256-9428

COOPER, WHITE & COOPER 1333 N CALIFORNIA BOULEVARD SUITE 450

WALNUT CREEK CALIFORNIA 94596 (925) 935-0700

201 CALIFORNIA STREET SEVENTEENTH FLOOR SAN FRANCISCO CALIFORNIA 94111 (415) 433-1900

****35.00

September 14, 1998

Florida Secretary of State P.O. Box 6327 Tallahassee, Florida 32314

Re: EdVenture Partners, Inc.

Dear Sir or Madam:

Enclosed please find an Application for Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida along with our check in the amount of \$35.00 and an endorsed-filed copy of the Certificate of Amendment of Articles of Incorporation of Sgro Promo Associates for filing. Please file the originals and return a filed copy in the envelope provided.

Thank you for your cooperation in this matter.

Very truly yours.

COOPER, WHITE & COOPER

Janis Wooley, Secretary to Kristen Thall Peters

/jw enc.

Ne 15/9/23

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

(Pursuant to s. 607.1504, F.S.)

SECTION I (1-3 MUST BE COMPLETED)

159	ro Promo Associates, Inc.			
	Name of corporation as it appe	ears on the records of	the Department of State.	C (20/2)
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2. <u>Ca</u>	lifornia	3A	pril 22, 1997	7
	Incorporated under laws of		Date authorized to do busines	s in Florida
	(4-7 COMPLETE ON	SECTION II		
	(4-7 COMPLETE ON	LI THE APPLICAT	BLE CHANGES)	
4. If the	amendment changes the name of the corpor	ration when wee	the change offerted d	.41. 1 0
		auon, when was	me change effected under	the laws of
ns ju	risdiction of incorporation? 3-6-98			
5 Ed	Venture Partners, Inc.	-1.		
Name	of corporation after the amendment, adding suffix "o	corporation" "comps	ny" or "incomprated " or annu	oneista abbassisti s
not cor	of corporation after the amendment, adding suffix "on tained in new name of the corporation.	onpa	my or meorporated, or appr	opitate appreviation, if
5. If the	amendment changes the period of duration,	indicate new peri	od of duration.	
		-		
		New Duration		
. If the	amendment changes the jurisdiction of inco	rnoration indicate	o morra indication	
	manufaction of moo.	rporation, mulcan	e new jurisdiction.	
	N	ew Jurisdiction		
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	Signature		PHARCH DI 1	998
	9		Date	
	Tauxol Com			
	Laurel Sgro	·	Secretary	
	Typed or printed name		Title	· · · · · · · · ·



SECRETARY OF STATE



CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

> IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

> > JUL 2 2 1998



Jay John

Secretary of State

A0505344

1519864

In the office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

MAR - 6 1998

OF

SGRO PROMO ASSOCIATES

BILL JONES. Secretary of State

The undersigned certify that:

- 1. They are the president and the secretary, respectively, of Sgro Promo Associates, a California corporation (the "Corporation").
- 2. Article Lof the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

"I.

The name of the corporation is EdVenture Partners."

- 3: The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.
- 4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporation Code. The total number of outstanding shares of the corporation is one thousand (1,000). The favorable vote of a majority of such shares is required to approve the foregoing amendment. The number of such shares voting in favor of the amendment equaled or exceeded the required vote.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

DATE February 25, 1998

ony Sgra Presiden

Laurel Sgro, Secretary

STETARY OF