

SQUIRE SANDERS | LEGAL
COUNSEL
WORLDWIDE

H01029

SQUIRE, SANDERS & DEMPSEY L.L.P.

One Tampa City Center
201 N. Franklin Street
Tampa, FL 33602-5164

Office: +1.813.202.1300

Fax: +1.813.202.1313

Direct Dial: +1.813.202.1309

mhancy@ssd.com

November 20, 2001

VIA FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-11/21/01--01098--001
*****35.00 *****35.00

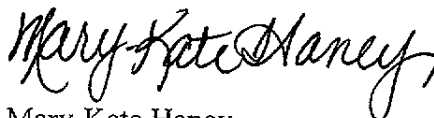
Re: **TLC Preschool & Daycare, Inc.**

Dear Sir or Madam:

I enclose the Articles of Amendment to the Articles of Incorporation for the above referenced Florida corporation. Please file the Articles of Amendment as soon as possible and return a file-stamped copy to me. I also enclose a check in the amount of \$35.00 to cover filing fees.

Thank you for your prompt attention to this matter. Should you have any questions, please contact me immediately.

Sincerely,



Mary-Kate Haney
Legal Assistant

Enclosures

cc: Joseph D. Edwards, Esq.

FILED
01 NOV 21 PM 2:18
DEPT. OF STATE
TALLAHASSEE, FLORIDA

H01029
388 Amended by
11-21-01

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
TLC PRESCHOOL & DAYCARE, INC.**

TLC PRESCHOOL & DAYCARE, INC., a for-profit corporation duly organized and existing under the laws of the State of Florida, hereby certifies as follows:

Pursuant to the Written Consent of the Shareholders and Board of Directors of the Corporation and in accordance with Section 607.1006, *Florida Statutes*, the following resolutions were adopted on OCTOBER 26, 2001, amending the Articles of Incorporation:

RESOLVED, that Article IV of the Articles of Incorporation filed with the Secretary of State of Florida shall be deleted in its entirety and replaced with the following:

“Article IV

Capital Stock

The aggregate number of shares that the Corporation has authority to issue is Seven Thousand Five Hundred (7,500) shares of common stock with a par value of \$1.00, classified as follows:

**Two Thousand (2,000) shares voting stock
Five Thousand Five Hundred (5,500) shares non-voting stock**

The shares shall be equal in all other respects except for voting rights and the right to share in share dividends. Non-voting shares may be issued as a dividend to holders of voting or non-voting shares but voting shares may not be issued as a dividend to holders of non-voting shares without the consent of the holders of a majority of the voting shares.”

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREUPON, this 26 day of October, 2001, the undersigned has executed these Articles of Amendment to the Articles of Incorporation on behalf of the Corporation so that, on the filing hereof, the Articles of Incorporation shall be deemed amended.

TLC PRESCHOOL & DAYCARE, INC.,
a Florida corporation

By: Cathy Peckett
Cathy Peckett, President

Library: Tampa; Document #: 4569v1: 54996.00001

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TALLAHASSEE, FLORIDA