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Via FedEx

February 8, 2005

State of Florida  
Division of Corporations  
Corporate Filing  
409 E. Gaines Street  
Tallahassee, FL 32399

Dear Sir:

Enclosed please find the following:

- a) Original Statement of Intent; — *Returned A*
- b) Original Articles of Amendment of Creative Learning Experience, Inc.;
- Returned C&D* c) Copy of Minutes of Special Meeting of Directors and Shareholders;
- d) Copy of Waiver of Notice of the Special Meeting of Directors and Shareholders;
- e) Check in the amount of \$35;
- f) Stamped, addressed envelope.

I would appreciate it if you file these documents at your earliest convenience. Upon filing, please return the documents to me in the envelope provided.

Very truly yours,

*Gerald R. Pumphrey*  
GERALD R. PUMPHREY

GRP:jp  
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**ARTICLES OF AMENDMENT  
OF  
CREATIVE LEARNING EXPERIENCE, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

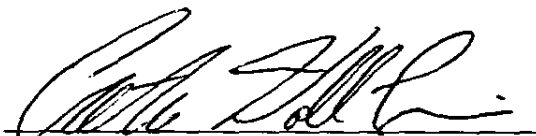
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We, the undersigned, hereby petition the Secretary of State for approval to amend the Articles of Incorporation of ***Creative Learning Experience, Inc.***, which were originally filed on December 28, 1984, under Document #H35953, pursuant to Chapter 607, of the laws of the State of Florida:

**Name**

The name of this corporation shall be changed  
to ***CLE Holdings, Inc.***

The foregoing amendment was adopted by the directors and shareholders of the corporation on January 7, 2005, for the purpose of amending the name of the corporation and changing same to ***CLE Holdings, Inc.***



**Catherine Wall-Pierce  
as President and Secretary**

**Attested to and Acknowledged By:**



**Irene M. Wall as Vice President  
and Assistant Secretary**

**State of Florida**  
**County of Palm Beach**

The foregoing instrument was acknowledged before me, this 4 day of February, 2005, by **Catherine Wall-Pierce, as President and Secretary** of the corporation, who is personally known to me, or has produced \_\_\_\_\_ (type of i.d.) as identification.

**Witness** my hand and official seal in the County and State last aforesaid this 4 day of February, 2005.



Halina Syp Flack  
Notary Public

My Commission Expires:

Halina Syp Flack  
Printed Name of Notary

(Seal)