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July 18, 2000

TRANSMITTAL LETTER

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*****25.00 *****25.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Articles of Amendment

RE: AMERICAN CLASSROOM, L.L.C.

Enclosed is an original and one (1) copy of Articles of Amendment to Articles of Organization of American Classroom, L.L.C. and a check for \$25.00 (filing fee).

FROM: GREG A. BETTERTON, Esq.
981 Ridgewood Avenue, Suite 101
Venice, Florida 34292
(941) 488-4422

FILED
00 AUG -4 PM 12: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
AMERICAN CLASSROOM, L.L.C.
(A Florida Limited Liability Company)**


FIRST: The date of filing of the articles of organization was April 26, 2000.

SECOND: The following amendment to the articles of organization was adopted by the limited liability company:

ARTICLE IV DURATION should read as follows: "The Company's existence shall commence on the date of filing these articles of organization and shall have perpetual existence or until dissolved."

ARTICLE VI MEMBERS should read as follows: "BISON CAPITAL, 981 Ridgewood Avenue, Suite 105, Venice, Florida 34292"

Dated 7/14, 2000.



GREG A. BETTERTON
Authorized Representative of a Member

Filing Fee: \$25.00

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00 AUG -4 PM 12: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA