

L04000030779

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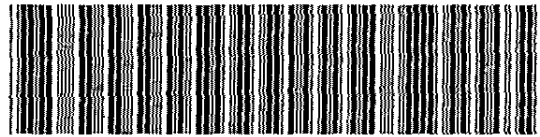
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN AUG 26 2004

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TLC LEARNING, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joseph M. Landolfi, Jr., Esq.
(Name of Person)

Rutherford Mulhall, P.A.
(Firm/Company)

2600 North Military Trail, 4th Floor
(Address)

Boca Raton, FL 33431
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Joseph M. Landolfi, Jr., Esq. at (561) 912-0129
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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| <input checked="" type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &
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(additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
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STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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CLERK OF COURTS
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
TLC LEARNING, LLC**
(a Florida Limited Liability Company)

- FIRST: The Articles of Organization were filed on April 21, 2004 and assigned document no. L04000030779.
- SECOND: The following amendments to the Articles of Organization were adopted by the limited liability company:

**"ARTICLE II -
ADDRESS**

The mailing address and street address of the principal office of the Company is:
6449 Boca Circle, Boca Raton, Florida 33433.

**ARTICLE IV -
MANAGEMENT**

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company. MATTIA M. NEPI shall serve initially as Manager until the next annual meeting of members or until her earlier resignation, removal or death."

The undersigned executed these Amendment to the Articles of Organization as of the 23rd day of August, 2004.


JOSEPH M. LANDOLFI, JR., ESQ.
Authorized Representative