

P040001147769

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

AMERICAN KIDS LEARNING CENTER, INC.

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 27, 2004

AMERICAN KIDS LEARNING CENTER, INC.
619 NE 14 AVE., APT. B502
HALLANDALE, FL 33009

SUBJECT: AMERICAN KIDS LEARNING CENTER, INC.
REF: P04000114769

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Darlene Connell
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FAX Aud. #: H04000175836
Letter Number: 304A00052447

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICAN KIDS LEARNING CENTER, INC.

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES THIS CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION.

FIRST: AMENDMENTS ADOPTED:

ARTICLE I

CHANGE THE NAME OF THE CORPORATION IS AMERICAN KIDS LEARNING
CENTER, INC.
FOR THE NEW NAME OF THE CORPORATION SHALL BE AMERICAN KIDS, INC.

ARTICLE VI

DIRECTORS

THIS CORPORATION SHALL HAVE THREE DIRECTORS. THE NUMBER OF
DIRECTORS MAY BE INCREASED, OR DISMISHED, FROM TIME TO TIME, BY BY-
LAWS ADOPTED BY STOCKHOLDERS.

PEDRO OTAIZA DIRECTOR-PRESIDENT
6752 KINGSMOOR WAY
MIAMI LAKES, FL 33014

LUIS B. ROMAN DIRECTOR-VICEPRESIDENT
619 NE 14 AVENUE APT E502
HALLANDALE, FL 33009

INCLUDING:

ALEJANDRO CARUCI DIRECTOR
1400 WEST 29 STREET #8
HALEAH, FL 33012

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XI

SHAREHOLDERS

THIS CORPORATION SHALL HAVE THREE (3) SHAREHOLDERS. THE NAME AND ADDRESS OF THE SHARES HOLDERS ARE AS FOLLOWS:

NAME	ADDRESS	SHARES
PEDRO OTAIZA DIRECTOR - PRESIDENT	6752 KINGSMOOR WAY MIAMI LAKES, FL 33014	40%
LUIS E. ROMAN DIRECTOR - VICE PRESIDENT	619 NE 14 AVENUE, APT E502 HALLANDALE, FL 33009	30%
ALEJANDRO CARUCI DIRECTOR	1400 WEST 29 STREET #8 HIALEAH, FL 33012	30%

SECOND: THE AMENDMENT'S ADOPTION IS AUGUST 26, 2004.

THIRD: ADOPTION OF AMENDMENT

(X) THE AMENDMENTS WERE APPROVED BY THE STOCKHOLDERS. THE NUMBER OF VOTES CAST FOR AMENDMENTS WERE SUFFICIENT FOR APPROVAL.

SIGNED THIS 26th DAY OF AUGUST 2004.

SIGNATURE


(By director-president).

PEDRO OTAIZA
(Typed or printed name)

DIRECTOR - PRESIDENT
(Title)

SIGNATURE

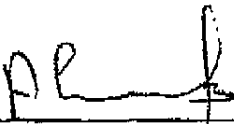

(By director).

LUIS E. ROMAN
(Typed or printed name)

DIRECTOR - VICE PRESIDENT
(Title)

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SIGNATURE


(By director).

ALEJANDRO CARUCI
(Typed or printed name)

DIRECTOR
(Title)

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