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TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

\mathbf{OF}	PALLS PALLS
TURNER'S KINDERGARTEN, INC.	HASS
TURNER'S KINDERGARTEN, INC.	
(present name)	07
L52531	AIIE +
(Document Number of Corporation (If known)	

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE II

ARTICLE II IS AMENDED TO ADD THE FOLLOWING WORDS:

In the event of dissolution all the residual assets of the Corporation shall be passed on to one or more Non Profit Organization which themselves are exempt under IRS code section 501 C (3) and 170 C (2)

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

- THIRD:	The date of each amendment's adoption: December 18, 2003			
	: Adoption of Amendment(s) (CHECK ONE)			
Ē	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.			
C	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):			
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"			
	(voting group)			
Ū	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.			
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.			
Signature	Signed this 7 day of January, 2004. Morell J. Loberts President (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the sharefolders)			
	OR			
	(By a director if adopted by the directors)			
	OR			
(By an incorporator if adopted by the incorporators)				
	Mozell Roberts			
	(Typed or printed name)			
	- A			
	- President			
	=(I)(le)			