



L990000004615

ACCOUNT NO. : 072100000032

REFERENCE : 217628 7229347

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 55.00

ORDER DATE : October 26, 2001

ORDER TIME : 4:52 PM

ORDER NO. : 217628-005

CUSTOMER NO: 7229347

CUSTOMER: Ms. Anna Krimshtein
Kilpatrick Stockton LLP
Suite 2000
200 South Biscayne Boulevard
Miami, FL 33131

RECEIVED
01 OCT 29 AM 8:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: LEARNING PAYS.COM, LLC

000004656150--2

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER'S INITIALS:

01 OCT 29 AM 10:47
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
RECEIVED
AND
FILED
DB
10-29-01

ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
LEARNING PAYS.COM, LLC

Pursuant to the provisions of Section 608.411 of the Florida Business Corporation Act (the "Act"), **LEARNING PAYS.COM, LLC** adopts the following amendment to its Articles of Organization:

1. The name of the Company is **LEARNING PAYS.COM, LLC** (the "Company").

2. The Articles of Organization of the Company were filed with the Florida Department of State on July 28, 1999.

3. The following amendment to the Articles of Organization was adopted by the Company:


In order to change the name of the Company, Article I of the Articles of Organization of the Company is hereby amended in its entirety, so that, as amended, Article I shall be and read as follows:

ARTICLE I
NAME

The name of the limited liability company is LP Holdings, LLC.

4. The foregoing Amendment to the Articles of Organization is authorized under the Operating Agreement of the Company and is otherwise required to be filed pursuant to Section 608.411 of the Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on October 25, 2001.


John Carey, Manager

01 OCT 29 611047
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME
FILED