

M85101
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James M. Reed
Ricardo A. Roig

John A. Schifino
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David B. Weinstein
Robert V. Williams

September 5, 1997

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

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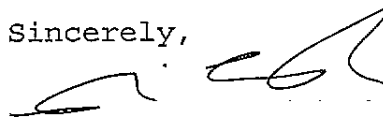
Re: Educor International, Inc.

Dear Sir:

Enclosed for filing is the original Articles of Amendment to the Articles of Incorporation of Educor International, Inc.

A check in the amount of \$35.00 is also enclosed for your filing fee.

Sincerely,



Ricardo A. Roig

RAR/gl
Enclosure

FILED
98 JAN 21 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

See
1/21



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 19, 1997

RICARDO A. ROIG
WILLIAMS REED WEINSTEIN ET AL
P.O. BOX 380
TAMPA, FL 33601

SUBJECT: EDUCOR INTERNATIONAL, INC.
Ref. Number: M85101

We have received your document for EDUCOR INTERNATIONAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 897A00046595

Williams Reed Weinstein
Schifino & Mangione P.A.
a t t o r n e y s a t l a w

V. Stephen Cohen
David S. Jennis
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James M. Reed
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John A. Schifino
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January 14, 1998

Teresa Brown, Corporate Specialist
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Educor International, Inc.

Dear Ms. Brown:

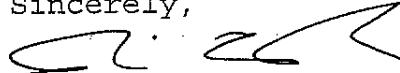
Enclosed are the following original documents for filing as to the above referenced corporation:

1. Adoption and Recommendation by the Board of Directors of Educor International, Inc.; and
2. Articles of Amendment to the Articles of Incorporation of Educor International, Inc.

You had previously returned the Articles of Amendment to the Articles of Incorporation to us and requested that we include the signature of directors and/or officers. A copy of your prior correspondence is enclosed for your reference. The enclosed documents should address your concern.

If I can provide any additional information or if you have any other questions, please contact me.

Sincerely,



Ricardo A. Roig

RAR/er
Enclosure

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
EDUCOR INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By unanimous written consent of all shareholders entitled to vote on this amendment, dated May 23, 1997, the Shareholders of EDUCOR INTERNATIONAL, INC., a Florida Corporation (Doc. No. M85101 - Filed June 3, 1988) (the "Corporation"), approved the following amendment to the Articles of Incorporation of the Corporation:

Articles IV, V, and VI of the Corporation's Articles of Corporation are amended to read as follows:

ARTICLE IV
Capital Stock

The Corporation is authorized to issue 8,000 voting shares and 2,000 nonvoting shares. Only voting shares shall be entitled to voting rights in the Corporation. Nonvoting shares shall be entitled to distributions from the Corporation, but shall not be entitled to any vote. All shares shall have a par value of \$1.00 per share. There shall be only common shares.

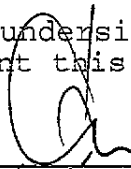
ARTICLE V
Preemptive Rights

Only shareholders owning voting shares shall have preemptive rights as to those shares.

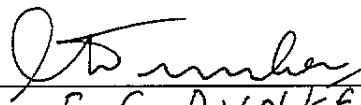
ARTICLE VI
Registered Office

The registered office of the Corporation is 17515 Tally Ho Court, Odessa, Florida 33556, and the registered agent is Elsa Dunker.

IN WITNESS WHEREOF, the undersigned shareholders have executed these Articles of Amendment this 23 day of May, 1997.



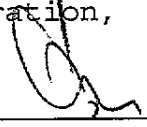
J. E. DUNKER
Shareholder



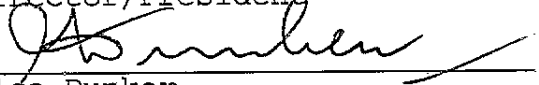
E. C. DUNKER
Shareholder

**ADOPTION AND RECOMMENDATION BY THE BOARD
OF DIRECTORS OF EDUCOR INTERNATIONAL, INC.**

The undersigned, being all of the members of the Board of Directors of Educor International, Inc. (the "Corporation"), hereby adopt and recommend that the Shareholders approve an Amendment to the Articles of Incorporation of the Corporation, in the form attached to this Adoption and Recommendation.



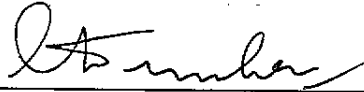
John Dunker
Director/President



Elsa Dunker
Director/Secretary/Treasurer

ACCEPTANCE BY REGISTERED AGENT

Elsa Dunker, having been designated to act as the registered agent of EDUCOR INTERNATIONAL, Inc., agrees to act in that capacity.



Elsa Dunker

Dated

May 23, 1997

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TALLAHASSEE, FLORIDA