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T PH 2: 31 CORPORATION

BASIC AMENDMENT

CAMBRIDGE EDUCATIONAL ACADEMY CHARTER SCHOOL, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

November 7, 2002

CAMBRIDGE EDUCATIONAL ACADEMY CHARTER SCHOOL, INC. 1515 N FEDERAL HWY 300 BOCA RATON, FL 33432

SUBJECT: CAMBRIDGE EDUCATIONAL ACADEMY CHARTER SCHOOL, INC.

- REF: N01000002921

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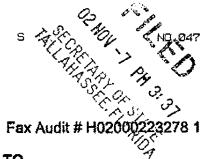
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Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

CAMBRIDGE EDUCATIONAL ACADEMY CHARTER SCHOOL, INC.

Article Three of the Articles of Incorporation of Cambridge Educational Academy Charter School, Inc., is hereby amended as hereinafter provided. The Corporation is filing these Articles of Amendment to its Articles of Incorporation pursuant to Florida Statute Section 617.1006.

 Article Three of the Articles of Incorporation of Cambridge Educational Academy Charter School, Inc. is hereby amended by deleting said Article in its entirety and inserting the following language in lieu thereof to read as follows:

"ARTICLE THREE - CORPORATE PURPOSE

The Corporation is organized and shall be operated exclusively for charitable and educational purposes by conducting educational activities. In furtherance of these purposes, the Corporation shall operate a nonprofit charter school for educational purposes for the grades kindergarten through eighth grade. Enrollment at such charter school shall be open to the students of the School District of Palm Beach County, Florida without regard to race or religion.

It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). These articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly."

Article Eight of the Articles of Incorporation of Cambridge Educational
 Academy Charter School, Inc. is hereby added to read as follows:

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"ARTICLE EIGHT - DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(C)(3) of the Code, or corresponding section of any future Federal tax Code, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court having jurisdiction in the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."

- 3. The date of the adoption of the Amendments was November 7, 2002.
- 4. There are no members entitled to vote on the Amendments. The Amendments were adopted unanimous vote by the Board of Directors.

DIANNE L. TETREAULT. President

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