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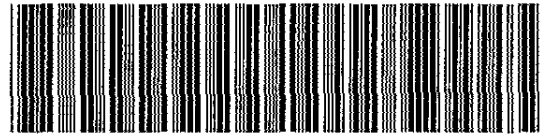
(Business Entity Name)

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E. SCOTT SCHROEDER, P.A.

ATTORNEY AT LAW

3300 PGA BOULEVARD
GARDENS PLAZA, SUITE 500
PALM BEACH GARDENS, FL 33410
PHONE: (561) 493-8000
FAX: (561) 493-8001

September 25, 2003

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

9/29

Re: Palm Beach Shores Charter School, Inc.

Dear Sir/Madam:

We have enclosed a number of documents for filing:

1. 2003 Not For Profit Uniform Business Report that reflects a change of Directors and Officers. There are no other changes to the corporation at this point in time. We have enclosed check number 1020 in the amount of \$61.25 made payable to the Department of State to cover the filing fee.
2. Unanimous Written Consent of the Board of Directors of the Palm Beach Shores Charter School, Inc. to change its name to the TerraNova Academy Charter School, Inc.
3. First Amendment to Articles of Incorporation.

We have enclosed check number 1055 in the amount of \$150.00 made payable to the Florida Department of State to cover the cost of filing the Unanimous Written Consent and the First Amendment. The check also includes the necessary fees for us to receive three (3) certified copies of the First Amendment to Articles of Incorporation. We have calculated the fees as follows:

a.	Amendment	\$35.00
b.	Name Change	\$35.00
c.	Three (3) certified copies	\$26.24

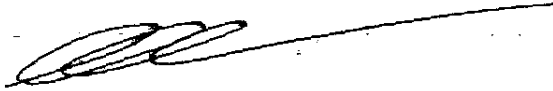
\$96.24

We have also enclosed check number 1020 in the amount of \$61.25 made payable to the Department of State for the filing fee for the 2003 Not For Profit Uniform Business Report

Should you need to contact us directly, please call me collect at (561) 493-8000.

Thank you for your time and consideration.

Sincerely,

A handwritten signature in black ink, appearing to read 'E. Scott Schroeder', with a long horizontal line extending to the right.

E. Scott Schroeder, Esq.

ESS/dan
Enclosures

FIRST AMENDMENT
to
ARTICLES OF INCORPORATION

PALM BEACH SHORES CHARTER SCHOOL, INC.

(A Corporation Not For Profit)

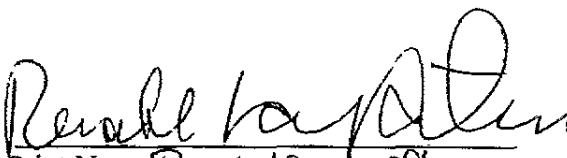
THIS IS AN AMENDMENT to the Articles of Incorporation of PALM BEACH SHORES CHARTER SCHOOL, INC., ("Association") as filed on June 6, 2001 with the Secretary of State, Tallahassee, Florida.

The undersigned hereby makes and files this First Amendment to Articles of Incorporation pursuant to the provisions of Article XI of the Articles of Incorporation and Article V, Section 5 of the Bylaws of the Association, and by this amendment hereby declares that:

1. The Board of Directors of the Association, pursuant to Article VII of the Articles of Incorporation, unanimously adopted by written consent a resolution on the 15 day of July, 2003, to amend Article I of the Articles on Incorporation of the Association.
2. The name of the corporation have been changed from Palm Beach Shores Charter School, Inc. to TerraNova Academy Charter School, Inc. (hereinafter referred to as "Association").

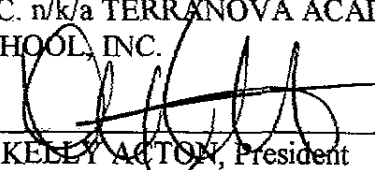
IN WITNESS WHEREOF the President of the Association has executed this First Amendment to Articles of Incorporation this 15th day of July, 2003.

WITNESSES:


Print Name: Renate Linschoeff


Print Name: E. Scott Schneider

PALM BEACH SHORES CHARTER SCHOOL,
INC. n/k/a TERRANOVA ACADEMY CHARTER
SCHOOL, INC.

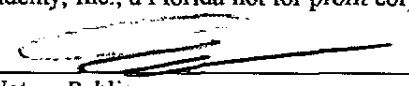
By 
KELLY ACTON, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing First Amendment to Article of Incorporation was acknowledged before me this ____ day of July, 2003, by KELLY ACTON, President of TerraNova Academy, Inc., a Florida not for profit corporation. He is personally known to me.



E. SCOTT SCHROEDER
MY COMMISSION # DD 126988
EXPIRES: September 20, 2008
Bonded Thru Budget Notary Services


Notary Public
Commission No. _____
My Commission Expires: _____

FILED
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TALLAHASSEE, FLORIDA

UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS
OF
PALM BEACH SHORES CHARTER SCHOOL, INC.

The undersigned being all the Directors of the PALM BEACH SHORES CHARTER SCHOOL, Inc., a Florida not for profit corporation (hereinafter the "Association") hereby unanimously consent to the following action without a meeting pursuant to Section 617.0821 of the Florida Not For Profit Corporation Act.

WHEREAS, the Board of Directors desire to amend Article I of the Articles of Incorporation of the Association to reflect a new name for the Association in order to provide a more recognized identity for the Association;

NOW, THEREFORE, BE IT

RESOLVED, that the Board of Directors hereby approves of amending Article I of the Articles of Incorporation to change the Association's name from Palm Beach Shores Charter School, Inc. to TerraNova Academy Charter School, Inc.

IN WITNESS WHEREOF, the undersigned constituting all the member of the Board of Directors of Palm Beach Shores Charter School, Inc. having read and approved the above Resolution, hereby consent to same as of the 15th day of July, 2003.


KELLY ACTON, President


GABRIEL TABORDA, Vice President


MANUEL CABEZU, Secretary/Treasurer