

N03000000167

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

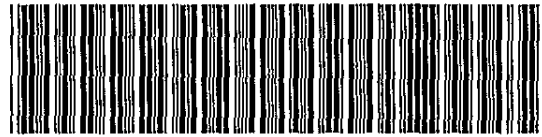
(Business Entity Name)

(Document Number)

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FILED
03 APR 22 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N03000000167
48 Amend Ord
4-22-03

April 17, 2003

Amendment Section
Division of Corporations
Post Office Box 6327

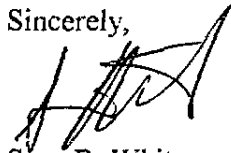
Subject: Harvest Educational Systems, Inc

Reference Number: **N03000000167**

Enclosed are the Articles of Amendment to Articles of Incorporation along with a check for the fee for the above mentioned corporations which are to be filed

Should you have any questions, please don't hesitate to contact me at (813) 223-3130.

Sincerely,



Sean R. White
3502 North Nebraska Avenue
Tampa, Florida 33603

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

HARVEST EDUCATIONAL SYSTEMS, INC

N0300000167

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 APR 22 AM 10:41

FILED

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit 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.)

AMENDMENT TO ARTICLE I:

The name of the corporation shall be changed to **Achievement Educational Systems, Inc**

AMENDMENT TO ARTICLE II:

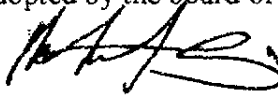
This nonprofit Corporation is formed without any purpose of pecuniary profit and shall have no capital stock. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

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 Internal Revenue Code, or the 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 of Competent Jurisdiction of 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.

SECOND: The date of adoption of the amendment(s) was: 4/9/03
THIRD: Adoption of Amendment (CHECK ONE)

The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.



Signature of Chairman, Vice Chairman, President or other officer

Michael W. Lewis

Typed or printed name

President / Director
Title

4/17/03
Date