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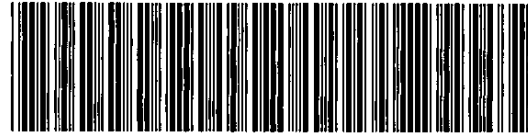
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts JUN 15 2006

LUDWIG & ASSOCIATES P.A.

ATTORNEYS AT LAW

Business, Employment, Aviation & Immigration

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5150 BELFORT ROAD SOUTH

BUILDING 500

JACKSONVILLE, FLORIDA 32256

Jeffrey R. Ludwig, Esq.

June 6, 2006

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

**Re: Articles of Amendment to Articles of Incorporation of
Learn and Become, Inc. (a Florida not-for-profit corporation)**

Dear Ladies/Gentlemen:

Enclosed is an original and one copy of the Articles of Amendment to Articles of Incorporation. Also enclosed is our firm's check in the amount of \$35.00.

Thank you for your assistance in this matter.

Very truly yours,



Jan Bennett
Legal Assistant

/jb
Enclosures

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LEARN AND BECOME, INC.
(a Florida not-for-profit corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1002, Florida Statutes, this Florida corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments Adopted:

ARTICLE I – PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

Learn and Become, Inc.
7764 Normandy Village Boulevard
Suite #17
Jacksonville, FL 32221

ARTICLE VII – INITIAL DIRECTORS AND OFFICERS

The following individuals shall be removed as initial directors and officers of the corporation:

Kenneth Davis
259 Dover Bluff Drive
Orange Park, FL 32073

Althea Newman
712 Altair Ave.
Ft. Meyers, FL 33911

The following individuals shall be substituted as initial directors and officers of the corporation:

Bonita Amor
1339 Summit Oaks Drive, East
Jacksonville, FL 32221
Treasurer/Director

Andre Jorge
15 Mau'u Place
Haiku Maui, HI 96708
Secretary/Director

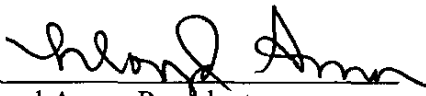
Teresa Lewis
8852 Ivymill Place South
Jacksonville, FL 32244
Director

Vicky Izlar
11441 N.W. 35th Street
Sunrise, FL 33323
Director

SECOND: The date of each amendments adoption is May 31, 2006.

THIRD: Adoption of Amendments: The amendments were approved by the majority of the members of the Board of Directors of this corporation.

Signed this 03 day of June, 2006.



Lloyd Amor, President