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PS 11/9/06
Amend

The Allison Firm

A Professional Association
6803 Overseas Highway
Marathon, Florida 33050

John R. Allison, III, Esq.

Florida Bar No. 135772

September 15, 2006

UPS

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

Re: Articles of Incorporation of
The Learning Center of Key West, Inc.

Dear Sir/Madam:

I am enclosing original and one copy of the Articles of Amendment to Incorporation for the above corporation and my check in the amount of \$35.00 to cover the filing fee.

A stamped, self-addressed return envelope is provided herewith.

Thank you for your prompt attention to this matter.

Sincerely,


JOHN R. ALLISON, III

Enclosures as stated

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DIVISION OF CORPORATIONS

2006 NOV -7 AM 10:16

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE LEARNING CENTER OF KEY WEST, INC.**

The corporate document number with the Secretary of State for the association is N06000008335. Pursuant to the provisions of Section 617.1002, Florida Statutes, this not-for-profit corporation adopts the following amendment to its Articles of Incorporation:

ARTICLE X is amended to read as follows:


DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the voting members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created. In the event that such dedication shall be refused acceptance, such assets shall be granted, conveyed and assigned to any Florida non-profit corporation to be devoted to such similar purposes.

The date of each amendment adoption was September 6, 2006.

The amendments were adopted by the board of directors and the Members of the association in accordance with the Articles of Incorporation and bylaws of the association. The number of votes cast by Members for the amendments was sufficient for approval by the Members of the association.

IN WITNESS WHEREOF, the undersigned has hereunto executed these Articles of Incorporation this 6th day of September, 2006.


Tyler J. Reynolds, President