

NO 700000 8972

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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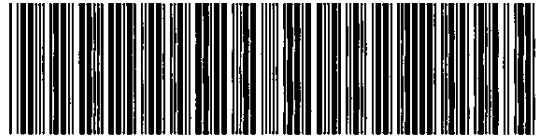
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2007 OCT -8 AM 8:39

As 10/12/07
Amend

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Banner Learning Corp.

DOCUMENT NUMBER: N07000008972

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Barry L. Cohen

(Name of Contact Person)

Banner Learning Corp.

(Firm/ Company)

8177 Glades Road, Ste 217

(Address)

Boca Raton, FL 33434

(City/ State and Zip Code)

For further information concerning this matter, please call:

Barry L. Cohen

(Name of Contact Person)

at (561) 477-6996

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

2007 OCT -8 AM 8: 39

Articles of Amendment
to
Articles of Incorporation
of

Banner Learning Corp.

(Name of corporation as currently filed with the Florida Dept. of State)

N07000008972

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

ADD to Article III

The specific purpose for which this corporation is organized is:

The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ADD Article IX (new article)

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue 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.

The date of adoption of the amendment(s) was: October 2, 2007

Effective date if applicable: October 2, 2007
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(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 Barry L Cohen
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Barry L Cohen
(Typed or printed name of person signing)

Vice President
(Title of person signing)

FILING FEE: \$35