M97000005817

November 4, 1998

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

300002683163--3 -11/09/98--01065--007

Attention: Amendment Section

RE: Toras Emes of Boca Raton, Inc. n/k/a Torah Academy of Boca Raton, Inc.

Dear Sir/Madam:

Enclosed please find an original plus one copy of the Third Amended Articles of Incorporation for the above entity. Please return a certified copy to the following address:

Jeffrey Roth 7499 San Sebastian Drive Boca Raton, FL 33433

I have enclosed a check for \$87.50 which includes the \$35.00 filing fee plus the \$52.50 fee for certification.

If you have any questions, please call me at 561-391-8238 or fax me at 561-391-8067.

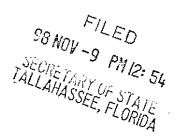
Thank you.

Respectfully,

JEFFREY S. ROTH

N/C

THIRD ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF TORAS EMES OF BOCA RATON, INC.



Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following third articles of amendment to its second articles of amendment, first articles of amendment, and articles of incorporation.

FIRST: Amendment adopted as follows:

ARTICLE I NAME--The name of the corporation shall be changed from TORAS EMES OF BOCA RATON, INC., to TORAH ACADEMY OF BOCA RATON, INC.

SECOND: The date of adoption of the amendment was 11/2/98.

THIRD: The amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

TORAH ACADEMY OF BOCA RATON, INC., f/k/a TORAS EMES OF BOCA RATON, INC.

Jeffrey Roth, Secretary