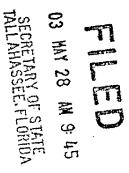
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ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATIO

of FIRST PRIORITY PALM BEACH COUNTY, INC. (present name) N97000006384 (Document Number of Corporation (If known)

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.)

ARTICLE ONE - NAME

The name of the Corporation is 412 STUDENTS, INC.

SECOND:	ND: The date of adoption of the amendment(s) was: MAY 1, 2003			
THIRD:	Adoption of Amendment (CF	IECK ONE)		
_	cast for the amendment w	as sufficient nembers enti	tled to vote on the amendment. The	
Signature of Chairman, Vice Chairman, President or other officer				
_	David W. Brower	 =		
Typed or printed name				
_	Co-President		05/08/2003	
	Title		Date	

LA12I STUDENTS



May 15, 2003

To Whom it May Concern:

As president and founder of 412 Students, Inc., I hereby grant permission for FIRST PRIORITY PALM BEACH, INC. to use the name 412 STUDENTS, INC. for any and all purposes and services.

Sincerely Yours,

Michael Lukaszewski

President