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Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

April 20, 2000

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-04/21/00--01062--007
*****35.00 *****35.00

Please find the information requested on the letter of instruction;

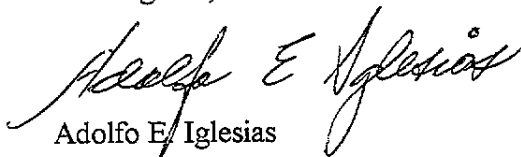
Any correspondence should be mailed to:

Lord & Iglesias Accounting Services, Inc.
13501 S.W. 128th Street
Miami, Florida 33186

FILED
00 APR 21 AM 9:14
TALLAHASSEE, FLORIDA
DIVISION OF STATE

I am the registered agent of the corporation. Please, do not hesitate to call me should you need further assistance. My telephone number is: 305 254-1099.

Best regards;


Adolfo E. Iglesias

Amend
5-2-00
PMS

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR**

FILED

00 APR 21 AM 9:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KIDS RAINBOW LEARNING CENTER, INC.

KIDS RAINBOW LEARNING CENTER, INC., a Corporation of the State of FLORIDA whose registered office is located at **9932 S.W. 154TH STREET, MIAMI FL 33157**, certifies pursuant to the provisions of state law, that at a meeting of the stockholders of said Corporation called for the purpose of amending the Articles of Incorporation, and held on April 12, 2000, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote that **ARTICLE X of the Articles of Incorporation** are to be amended to read as follows:

ARTICLE 5 - OFFICERS

The Directors and Officers of the Corporation shall be:

Director: **IRIS GERENA**
9932 SW 154th STREET
MIAMI, FL 33157

Director: **JOSE GERENA**
9932 SW 154th STREET
MIAMI, FL 33157

President: **IRIS GERENA**

(Owner of 34% of all shares)
9932 SW. 154th STREET
MIAMI, FL 33157

Vice-President: **JOSE GERENA**
(Owner of 33% of all shares)
9932 SW 154th STREET
MIAMI, FL 33157

Secretary: **NELLY C. GARRIDO**
(Owner of 33% of all shares)
12231 SW. 185th TERRACE
MIAMI, FL 33177

The number of votes cast by the shareholders was sufficient for approval.

This amendment was adopted on April 12, 2000.

Signed on April 13, 2000

Signature Iris Gerena

Iris Gerena
Printed Name

Director/President
Title

Signature _____

Jose Gerena
Printed Name

Director/Vice-President
Title