

P 00000027409

November 9, 2000

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Dept. Of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Subj: Amendment of ANNA'S ANGELS CHILDCARE CENTER, INC.

Dear Sir:

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-11/14/00--01015--002
*****35.00 *****35.00

Enclosed please find the following:

1. The original and one copy of the Amendment to Articles of Incorporation for the subject corporation.
2. A check in the amount of \$35.00 to cover the filing fees for the Amendment to the existing Articles.

Kindly acknowledge filing of this Amendment to the Articles of incorporation, in compliance with Florida law and return the certified copy of the Amendment to the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937. Telephone Number (321) 773-2020

Thank you for your assistance in this matter.

*Amend
11-27-00
MS*

Sincerely,

ANNA M. ATKINSON

Anna M. Atkinson

AMENDMENT TO ARTICLES

OF

ANNA'S ANGELS CHILDCARE CENTER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of the Corporation is ANNA'S ANGELS CHILDCARE CENTER, INC., which was duly incorporated on March 10, 2000 by the State of Florida.

ARTICLE III.

The name and address of each of the officers of the Corporation is as follows:

ANNA M. ATKINSON, President & Treasurer
725 Poinsetta Drive
Satellite Beach, Florida 32937

KENNETH M. ATKINSON, JR., Vice President & Secretary
725 Poinsetta Drive
Satellite Beach, Florida 32937

ARTICLE III.

The name and address of the directors of the Corporation are as follows:

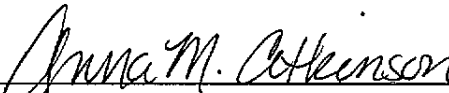
ANNA M. ATKINSON
725 Poinsetta Drive
Satellite Beach, Florida 32937

KENNETH M. ATKINSON, JR.
725 Poinsetta Drive
Satellite Beach, Florida 32937

The effective date of this change is November 9, 2000.

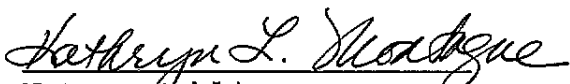
The principal place of business of the Corporation and the Registered Agent remains unchanged. The Directors and Shareholders of the Corporation have adopted this amendment and the acceptance of the resignation of the Director DENISE L. DERRICK of 189 Sea Park Blvd., Satellite Beach, Florida 32937 effective November 9, 2000. A true copy of the resignation is attached hereto as Exhibit "A".

IN WITNESS WHEREOF, the undersigned has executed this Amendment on the 9th day of November, 2000, in Satellite Beach, Florida.


ANNA M. ATKINSON
DIRECTOR, PRESIDENT &
SHAREHOLDER &
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF BREVARD

Before me personally appeared ANNA ATKINSON, who has SWORN TO AND SUBSCRIBED before me this 9th day of November, 2000 to be the person who executed this Amendment, and she acknowledged before me that he executed this Amendment for ANNA'S ANGELS CHILDCARE CENTER, INC., on behalf of the Corporation and has presented FL/A64A325-053-59-9460 as identification.


Notary Public



Kathryn L. Montague
MY COMMISSION # CC976897 EXPIRES
October 22, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

RESIGNATION
OF THE SHAREHOLDER AND DIRECTOR OF
ANNA'S ANGELS CHILDCARE CENTER, INC.

I, the undersigned Director, Vice President and Secretary of
ANNA'S ANGELS CHILDCARE CENTER, INC., hereby resign as Director,
Vice President and Secretary of ANNA'S ANGELS CHILDCARE CENTER,
INC. I, Denise L. Derrick hold no shares of said corporation.

Date:

Denise L. Derrick
DENISE L. DERRICK

STATE OF FLORIDA
COUNTY OF BREVARD

Before me personally appeared DENISE L. DERRICK who has
SWORN TO AND SUBSCRIBED before me this 9th day of November, 2000
to be the person who executed this resignation, and has presented
FL/DL# D620-172-70-753-0 as identification.

Kathryn L. Montague
Notary Public



Kathryn L. Montague
MY COMMISSION # CC976897 EXPIRES
October 22, 2004
BONDED THRU TROY FAIN INSURANCE, INC.