

P00000065049

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Account Name : BERRIZ & GIRALDO P.A.
Account Number : I19990000017
Phone : (305)485-9300
Fax Number : (305)485-1098

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

UP & LEARN, CORP.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

Amendment
11-7-00

NOVEMBER 6, 2000

UP & LEARN, CORP.
17011 NORTH BAY RD #301
SUNNY ISLES BEACH, FL 33160.

SUBJECT: UP & LEARN, CORP.
REF: P00000065049

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KAREN GIBSON
CORPORATE SPECIALIST

FAX AUD. #: H00000058368
LETTER NUMBER: 200A00057557

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

UP & LEARN, CORP.
(Present name)

Pursuant to the provisions of action 607.1006, Florida Statutes, this Florida profit 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 VI OFFICERS & DIRECTORS

RAMON VILLACURA	PRESIDENT
MARIA ELSA CUEVAS	VICEPRESIDENT
CHANGE:	
MARJA ELSA CUEVAS	SECRETARY
ADD:	
PEDRO NONELL	VICEPRESIDENT

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SECOND: if an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Beatriz Morales
4080 SW 84 AVE
Miami FL 33155
(805)485-9300

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THIRD: The date of each amendment's adoption: 11.06.00.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
 The number of votes cast for the amendment(s) was/were sufficient for approval by _____
con. group
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 06 day of November / 00

Signature 

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the director(s))

OR

(By an incorporator if adopted by the incorporator(s))

Ramon Villacura
Typed or printed name

President
Title

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