

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO000000

83947

Lifestream USA, Inc.

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-09/25/00--01001--013
*****43.75 *****43.75

- Art of Inc. File *Name Change Amend*
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstat
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search *ADR*
- UCC 11 Retrieval
- Courier *9/25/00*

FILED
00 SEP 25 PM 10:40
TALLAHASSEE, FLORIDA

Signature

Requested by:

SB 9/25/00 8:39
Name Date Time

Walk-In Will Pick Up

**CERTIFICATE AS TO AMENDMENT OF
ARTICLES OF INCORPORATION OF
LIFESTREAM USA, INC.**

FILED
00 SEP 25 PM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, John R. Crawford and Sharon L. Palmer, as Incorporators of Lifestream USA, Inc., a Florida corporation, do hereby certify that the following resolution relating to the amendment of the Articles of Incorporation of said corporation was unanimously approved and adopted by all the incorporators of said corporation at a special meeting of the incorporators duly called and held on September 18, 2000, pursuant to Section 607.1005, Florida Statutes, prior to any shares of said corporation being issued or any organizational meeting of the Board of Directors.

BE IT RESOLVED, that, effective immediately, Article I of the Articles of Incorporation of this corporation are hereby amended to read as follows:

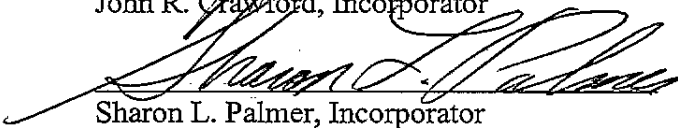
"ARTICLE I. NAME

The name and mailing address of this corporation shall be Lifestream Learning Systems, Inc., 7766 Woodsdale Lane, Jacksonville, Florida 32256.

IN WITNESS WHEREOF, we have executed this Certificate this 18th day of September, 2000.



John R. Crawford, Incorporator



Sharon L. Palmer, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 18th day of September, 2000, by John R. Crawford and Sharon L. Palmer, as the incorporators of Lifestream USA, Inc., a Florida corporation, on behalf of said corporation, and who are each personally known to me or who have each produced _____ as identification.

Karla M. Sramek

Signature of Notary Public

Notary Public, State of Florida

My commission expires: _____

(Notarial Seal)



Karla M. Sramek
MY COMMISSION # CC779402 EXPIRES
September 29, 2002
BONDED THRU TROY FAIN INSURANCE, INC.