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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. AMERICAN ENGLISH COURSES INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

G. COULLETTE DEC 20 2000

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICAN ENGLISH COURSES INC.
(Present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts
The following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicated articles number(s) being amended, added
Or deleted)

ARTICLE VI: DIRECTORS

(ADD) MARIA A. PEREZ as SECRETARY
14255 SW 176TH TERRACE
MIAMI, FL 33177

ALEXIS GARCIA shall remain as PRESIDENT of mentioned corporation.
DAMASO A. ULLOA shall remain as VICE-PRES of mentioned corporation.

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, is as follows:

ARTIVLE V:

SHALL BE READ AS FOLLOWS:

ALEXIS GARCIA	33.3% SHARES
DAMASO A. ULLOA	33.4% SHARES
MARIA A. PEREZ	33.3% SHARES

THIRD: The date of each amendment's adoption: 12/18/00

FOURTH: Adoption of Amendment(s) (check one)

_____ The amendment(s) was/were adopted by the incorporation without shareholder
Action and shareholder action was not required.

_____ The amendment(s) was /were adopted by the board of directors without

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Shareholder action and shareholder action was not required.


 X 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 group entitled to vote separately on the amendment (s).]

The number of votes cast for the amendment (s) was/were sufficient for
Approval by _____
(Voting group)

Signed this 18TH day of December, 2000

Signature 
(By the chairman of the Board of Directors,
President or other officer if adopted by the shareholder's)

OR

(By a director if adopted by the directors)

OR

(By an incorporation if adopted by the incorporations)

DAMASO A. ULLOA
Typed or printed name

VICE-PRESIDENT/DIRECTOR/INCORPORATOR
Title