



P01000082689

ACCOUNT NO. : 072100000032

REFERENCE : 454991 4372512

AUTHORIZATION :

COST LIMIT :

\$ 35.00

ORDER DATE : August 31, 2001

ORDER TIME : 11:54 AM

ORDER NO. : 454991-005

CUSTOMER NO: 4372512

CUSTOMER: Gregg E. Jaclin, Esq
Anslow & Jaclin, LLP
Freehold Executive Center
4400 Route 9 South, 2nd Floor,
Freehold, NJ 07728

DOMESTIC AMENDMENT FILING

NAME: LEARNERS WORLD, INC.

400004567884--0

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

C. Coulllette SEP 04 2001

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER'S INITIALS: _____

FILED
2001 SEP-4 PM 2:25
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA 32301
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LEARNERS WORLD, INC.

Pursuant to the provision of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to the articles of incorporation:

FIRST: Amendment adopted (indicate articles number being amended, added or deleted)

ARTICLE IV, CAPITAL STOCK IS AMENDED TO READ AS FOLLOWS:

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME ONE TIME IS 75,000,000 SHARES OF COMMON STOCK AT .0001 PAR VALUE.

FILED
2001 SEP -4 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

THIRD: The date of each amendment's adoption: September 11, 2000

FOURTH: Adoption of Amendment:

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 statements must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes case for the amendment(s) was/were sufficient for approval by _____"
Voting group

The amendment(s) was/were adopted by the Board of Directors without shareholders 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 30th day of August, 2001

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 directors

OR

(By an incorporator if adopted by the incorporators

SALVATORE CASACCIO

Typed or printed name

PRESIDENT

Title