

PO1000089814

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December 27, 2001

Office of the Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-12/28/01--01053--006
*****35.00 *****35.00

Re: South College of Florida, Inc.

Dear Sir or Madam:


In accordance with the applicable provisions of the Florida Statutes, enclosed please find the following documents:

1. Original and one conformed copy of the Articles of Amendment for South College of Florida, Inc.; and
2. Our check in the amount of \$35.00 made payable to the Florida Department of State, representing payment of the filing fee.

I would appreciate your prompt assistance in the filing of this Amendment and the issuance of a Certificate of Amendment reflecting the Company's new name. Please mail the Certificate of Amendment to my attention.

If you require any additional information or documentation to process this filing, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,



Steve Provost
Corporate Paralegal

/slp

Enclosures

cc: John M. Hewson, III

FILED
01 DEC 28 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
01 DEC 28 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOUTH COLLEGE OF FLORIDA, INC.

(present name)

P01000089814
(Document Number of Corporation (If known))

Pursuant to the provisions of section 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)*

SEE ATTACHED EXHIBIT A

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:

EXHIBIT A

The Articles of Incorporation of South College of Florida, Inc., a Florida corporation (the "Corporation"), are hereby amended by deleting the reference to the name "South College of Florida, Inc." in said Articles and substituting in lieu thereof the name "South University of Florida, Inc."

THIRD: The date of each amendment's adoption: December 19, 2001

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

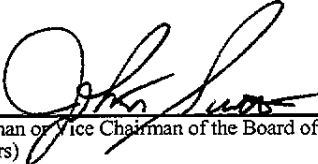
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting 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 20th day of December, 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)

John T. South, III

(Typed or printed name)

President/Director

(Title)