

Robert L. Shaver
Richard A. Stoffels

Shaver
& Stoffels, P.A.
ATTORNEYS AT LAW

Victoria Plaza
3663 Central Avenue
St. Petersburg, Florida 33713
Tel. (727) 328-9899
Fax: (727) 328-9809

PO1000114970
December 17, 2001

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

FILED
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DEPARTMENT OF STATE
TALLAHASSEE, FL 32314

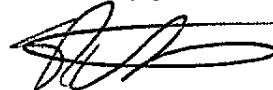
Re: Amendment to Articles of Incorporation for Manatee Academy, Inc.

Dear Gentlemen:

Please find enclosed an Amendment to the Articles of Incorporation for the above-named entity. I have also enclosed the filing fee of \$35.00 for the filing of this amendment.

Thank you for your assistance in this matter.

Sincerely yours,



Richard A. Stoffels

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*****35.00 *****35.00

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38 Amend On
12-20-01

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MANATEE ACADEMY, INC.
Document No. P01000114970**

Pursuant to the provisions of § 607.1006, Florida Statutes, this Florida for profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: ARTICLE III - CAPITAL STOCK is hereby amended and restated in its entirety to read as follows:

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue is 100,000 shares of common stock. Such shares shall be of a single class, and shall have no par value. The consideration to be paid for each share shall be fixed by the Board of Directors and may be either for services of value rendered to the Corporation or cash or other assets.

SECOND: The amendment stated in paragraph First above is made by the subscribers to correct a scrivener's error, and is made prior to the issuance of any shares of stock, and therefore no plan for implementing this amendment is required.

THIRD: Amendment adopted: ARTICLE VI DIRECTORS is hereby amended and restated in its entirety to read as follows:

ARTICLE VI - DIRECTORS

The management and control of this Corporation shall be vested in a Board of Directors of not less than one (1) Director. Attendance by a majority of the directors at any meeting shall constitute a quorum. However, if there are an even number of directors, attendance by one-half

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of the directors at any meeting shall constitute a quorum. A majority of those directors present at any meeting must vote in favor of any motion, resolution or action taken in order that same become effective and be the act and deed of the Corporation. The Board of Directors shall be elected by the holders of common stock of the corporation. The names and street addresses of the members of the Board of Directors, who, subject to the provisions of the Certificate of Incorporation, By-Laws, and the laws of the State of Florida, shall hold office for the first year of existence of the Corporation or until their successors are elected and have qualified are as follows:

NAME

Dr. Franklin D. Graham

Stacy Cooper

ADDRESS

5130 Coquina Key Drive SE
St. Petersburg, FL 33705

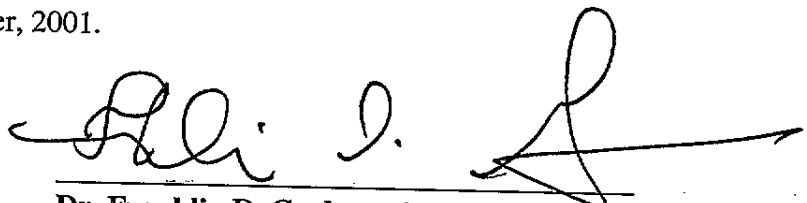
6064 49th Avenue North
Kenneth City, FL 33709

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TALLAHASSEE, FLORIDA

FOURTH: The date of adoption for this amendment is December 14, 2001.

FIFTH: Adoption of this Amendment was by the subscribers without shareholder action, and shareholder action was not required.

Signed this 14th day of December, 2001.



Dr. Franklin D. Graham, Sole Subscriber