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EDWARD P. JORDAN II, ATTORNEY

LORI L. CAMPBELL, PARALEGAL

February 4, 2002

Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

Re: *Articles of Incorporation for*  
*J.B. Adams Learning, Inc.*

100004889901--6  
-02/07/02--01031--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam:

Enclosed herewith is a check in the amount of \$35.00 to cover the filing of the enclosed Amended Articles of Incorporation for J.B. Adams Learning, Incorporated.. Please furnish the undersigned with a certified copy of the Amended Articles of Incorporation.

Your prompt attention and cooperation will be appreciated.

Very truly yours,

Signed in Mr. Jordan's  
absence to avoid delay

EDWARD P. JORDAN, II

EPJ:bsw  
Enclosure

\\Front desk\c\Corporations\Adams, J.B\Sec of State Ltr 2-4-02.doc

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02 FEB -7 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF J. B.  
ADAMS, INCORPORATED**

Pursuant to Sections 607.0704, 607.0821 and 607.1006 of the Florida Statutes, the undersigned, as holder of all of the issued and outstanding shares of common stock of J. B. Adams, Incorporated, Florida corporation (the "Corporation") and the directors of the Corporation, do hereby adopt the following articles of amendment to its articles of incorporation:

**FIRST:** Article I of the Articles of Incorporation shall be amended to provide that:

1. The name of the corporation is: J.B. Adams Learning Incorporated, whose address shall be 5056 Ernst Court, Orlando, Florida, 32819. The corporation reserves the right to changes its corporate address without need of amending its articles of incorporation.

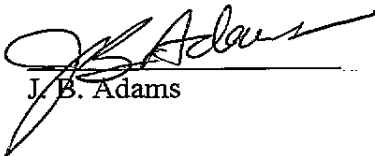
**SECOND:** The date of this amendment to the Articles of Incorporation shall be the date listed below.

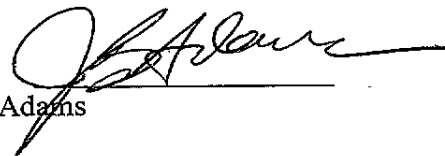
**THIRD:** All existing shareholders of the Corporation approved these amendments and the number of votes cast for the amendments was unanimous and sufficient for approval. In addition, the amendments were also adopted by the board of directors with shareholder action.

Dated as of the 4<sup>th</sup> day of February, 2002.

Shareholder:

Director:

  
J. B. Adams

  
J.B. Adams

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02 FEB -7 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA