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From:

Account Name : MARTHA S. ESKUCHEN, ESQ.

Account Number : I20020000103 Phone

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BASIC AMENDMENT

PLANET KIDS XIII CYPRESS LAKE, INC.

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SECRETARY OF STATE
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

PLANET KIDS XIII CYPRESS LAKE, INC.

(present nama) (P02000069951)

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: ARTICLE I

The name of the corporation is amended:

From: PLANET KIDS XIII CYPRESS LAKE, INC.
To: PLANET KIDS AT CYPRESS LAKES, INC.

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 ai follows:

THIRD: The date of each amendment's adoption: _February 10, 2003 FOURTH: Adoption of Amendment(s) (CHECK ONE) 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 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 22 day of April, 2003

Signature:

7. Jorge Sarria, President