

P02000082696

TRANSMITTAL LETTER

Department of State
Division of Corporations
P O BOX 6327
Tallahassee, FL 32314

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-08/26/02--01074--005
*****52.50 *****52.50

SUBJECT: BEHAVIORS PLUS, INC.

Dear Sir or Madam:

Please find enclosed for filing one original and one copy of the AMENDED Articles of Incorporation. Also enclosed is a check in the amount \$ 52.50 for the filing fee, certified copy and certificate of status.

Please return to: BEHAVIORS PLUS INC
C/O JODI L. SULLIVAN - PRESIDENT
40438 EMERALDA ISLAND ROAD
LEESBURG, FL 34788

NOTE: The original and one copy of the articles are enclosed.

FILED
02 AUG 26 PM 12:26
CLERK OF STATE
TALLAHASSEE, FLORIDA

P02000082696
2002 Aug 26
8-26-02
Jodi L. Sullivan
* Clerk of State

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BEHAVIORS PLUS, INC.**

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

FIRST: Amendment(s) adopted:

ARTICLE IV Shares

The aggregate number of shares which the Corporation has authority to issue is 1,200 shares of common stock with no par value.

SECOND: Amendment(s) adopted:

ARTICLE V DIRECTORS/OFFICERS

JODI L. SULLIVAN	VIRGINIA D. LONG
PRESIDENT/DIRECTOR	VICE PRESIDENT/OFFICER
40438 EMERALDA ISLAND RD	40043 WEST 8 TH AVE
LEESBURG, FL 34788	UMATILLA, FL 32784

FILED
02 AUG 26 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

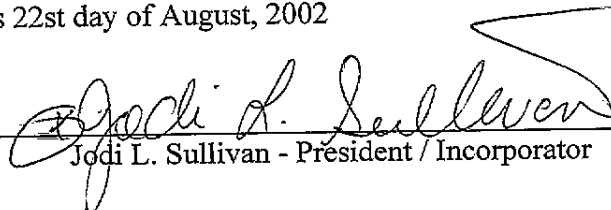
THIRD: The date of each amendment's adoption: August 22, 2002

FOURTH: Adoption of Amendments:

The amendments were adopted by the incorporator(s) without shareholder action and shareholder action was not required.

Signed this 22st day of August, 2002

Signature


Jodi L. Sullivan - President / Incorporator