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APPROVED
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11 FEB 22 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CAROUSEL OF LEARNING OF BREVARD III, INC.

DOCUMENT NUMBER: P 02000131626

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOHN A. DAWSON
Name of Contact Person

ABOVE AND BEYOND CHILDCARE + LEARNING CENTER, INC.
Firm/ Company

1308 SARNO RD.
Address

MELBOURNE, FL 32935
City/ State and Zip Code

ABOVE AND BEYOND LEARNING @ YAHOO.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JOHN A. DAWSON at (321) 863- 4285
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|--|---|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed) |
|---|--|--|---|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 9, 2011

JOHN A DANSON SR
1308 SARNO RD
MELBOURNE, FL 32935

SUBJECT: CAROUSEL OF LEARNING OF BREVARD III, INC.
Ref. Number: P02000131626

We have received your document for CAROUSEL OF LEARNING OF BREVARD III, INC. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you sent in are not correct.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 811A00003382

Articles of Amendment
to
Articles of Incorporation
of

CAROUSEL OF LEARNING OF BREVARD III, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P 02000131626

(Document Number of Corporation (if known))

APPROVED
AND
FILED
11 FEB 22 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

ABOVE AND BEYOND CHILDCARE AND LEARNING CENTER, INC. The new name must be distinguishable and contain the word "corporation," "company," or "Incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

1308 SARNO RD.

MELBOURNE, FL.

32935

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

JOHN A. DAWSON SR.

New Registered Office Address:

2190 LAKESIDE AV.

(Florida street address)

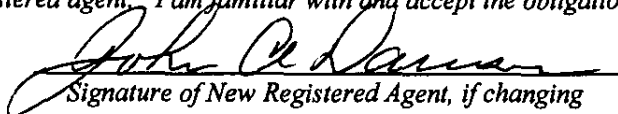
MELBOURNE

(City)

Florida 32934
(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
 (Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>DP</u>	<u>BLAIR, JOHNA</u>	<u>2528 PALM BAY Rd.</u> <u>PALM BAY, FL</u> <u>32905</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<u>S</u>	<u>DAWSON, JOHN A</u>	<u>2528 PALM BAY Rd.</u> <u>PALM BAY, FL</u> <u>32905</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<u>DP</u>	<u>DAWSON, JOHN A.</u>	<u>1308 SARNO Rd.</u> <u>MELBOURNE, FL</u> <u>32935</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
 (attach additional sheets, if necessary). (Be specific)

F. 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:
 (if not applicable, indicate N/A)

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
DVP	DAWSON, Delores A.	1308 SARNO RD. MELBOURNE, FL 32935	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

F. 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:
(if not applicable, indicate N/A)

The date of each amendment(s) adoption: FEBRUARY 11, 2011
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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.

Dated 2/11/11

Signature John A. Dawson
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

JOHN A. DAWSON
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)