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BASIC AMENDMENT

KIDDIE WORLD LEARNING CENTER, INC.

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AMENDMENT TO ARTICLES OF INCORPORATION

KIDDIE WORLD LEARNING CENTER, INC. a Florida corporation

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The undersigned, being the President and Treasurer of Kiddie World Learning Center, Inc., Provide Corporation (the "Corporation"), hereby certifies that the Articles of Incorporation of the Company as filed on May 5, 2003 under Document Number P03000049411 with the Florida Department of State, Division of Corporations, are hereby modified and amended by these Articles of Amendment (the "Amendment") as follows:

1. The Articles of Incorporation of the Corporation are hereby amended to provide that all previous Directors of the Corporation have been removed from their respective office(s) and/or position(s), and the following persons have been duly elected, qualified and appointed as the Directors of the Corporation:

Office Director	Name Sofia Herrera	Address 2601 S. Bayshore Dr, #600 Coconut Grove, FL 33133
Director	Jennifer Gomez	2601 S. Bayshore Dr. #600 Coconut Grove, FL 33133

2. The Articles of Incorporation of the Corporation are hereby amended to provide that all previous Officers of the Corporation have been removed from their respective office(s) and/or position(s), and the following persons shall hold the office in the Corporation set forth aside their respective name until their successors are duly elected, qualified and appointed:

Office President, Treasurer	Name Sofia Herrera	Address 2601 S. Bayshore Dr., #600 Coconut Grove, FL 33133
Vice-President, Secretary	Jennifer Gomez	2601 S. Bayshore Dr., #600 Coconut Grove, FL 33133

3. The Articles of Incorporation of the Corporation are hereby amended to provide that the new Mailing Address of the Corporation is as follows:

MAILING ADDRESS

c/o ATER Registered Agents, LLC 2601 South Bayshore Drive, #600 Coconut Grove, Florida 33133

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4. The Articles of Incorporation of the Corporation are hereby amended to provide that the new Registered Agent and Registered Office of the Corporation is as follows:

ATER Registered Agents, LLC 2601 South Bayshore Drive, #600 Coconut Grove, Florida 33133

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent for the above Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

ATER REGISTERED AGENTS, LLC

By: Santiago Eljaiek, Manager

1. The foregoing amendments were unanimously approved by the Corporation's Board of Directors and Shareholders, by joint resolution of the Corporation's Directors and Shareholders dated May 4th, 2005.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have hereunto set their hands and affixed the Corporation's corporate seal this ______ day of May, 2005.

Sofia Herrera, President and Treasurer by: Santiago Eljaiek III, Esg., as attorney-in-fact