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DIVISION OF CORPORATIONS

BASIC AMENDMENT

KIDDIE WORLD LEARNING CENTER, INC.

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION

Kiddie World Learning Center, Inc.
a Florida Corporation

The undersigned, being the Directors of Kiddie World Learning Center, Inc., a Florida Corporation (the "Company"), hereby certifies that the Articles of Organization of Incorporation as initially authorized and filed on May 05, 2005 under Document No. 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 Organization of the Corporation are hereby amended to provide that the principal address of the corporation to:

KIDDIE WORLD LEARNING CENTER, INC.
7820 Coral Way
Miami, FL 33155

2. In all other regards, all of the articles, terms and conditions of the Articles of Incorporation of the Company not modified by this Amendment are hereby ratified and confirmed and shall remain in full force and effect. In the event of a conflict between the articles, terms and conditions of this Amendment and the Articles of Incorporation of the Company, the terms of this Amendment shall control. This Amendment shall be binding upon all of the Members and the Managers of the Corporation and their respective legal representatives, heirs, successors and assigns.

3. The foregoing Amendment was approved by resolution of a majority of the Members occurring on May 19, 2005.

IN WITNESS WHEREOF, the undersigned, being the Director of the Corporation, have hereunto set their hands and affixed the Company's seal this 19 day of May, 2005.

Manager:

By: 

Sofia Herrera, President

By: Santiago Eliazek III, as attorney-in-fact

[Company Seal]

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