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ARTICLES OF AMENDEDMENT

··OF

ARTICLES OF INCORPORATION

OF

IMAGINATION STATION ACADEMY, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendment adopted:

ARTICLE 7 - OFFICERS

President, Treasury, Vice President and Secretary Deleted: Raul Baez, 867 North Nobhill Road, Plantation, FL 33324

President Added: Sherry Hecht, 168 S.W. 159th Way, Sunrise, FL 33326. Treasury Added: Sherry Hecht, 168 S.W. 159th Way, Sunrise, FL 33326. Vice President Added: Deana Terry, 8550 N.W. 24th Court, Sunrise, FL 33322

Secretary Added: Deana Terry, 8550 N.W. 24th Court, Sunrise, FL 33322

ARTICLE 8 - DIRECTORS

Director Deleted: Raul Baez 867 North Nobhill Road, Plantation, FL 33324

Director Added: Deana Terry, 8550 N.W. 24th Court, Sunrise, FL 33322

SECOND: The date of this amendment's adoption: November 7, 2003.

THIRD: Adoption of Amendment

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

Chairman Title SEAL PORTON PORTON