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(Requestor's Name)

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(City/State/Zip/Phone #)

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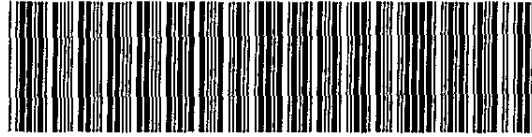
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2/14/05



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February 10, 2005

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

RE: Certificate of Amendment
Direct Student Service of Florida, Inc.

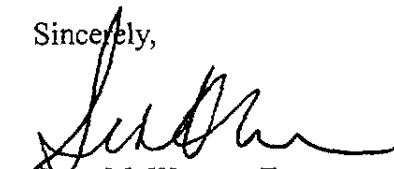
Dear Sir/Madam:

Enclosed please find a Certificate of Amendment for the above-mentioned corporation and check #23880 in the amount of \$35.00 for the filing fee.

Please process accordingly. If you have any questions, please feel free to contact my office.

Thank you for your attention in this matter.

Sincerely,



Scott M. Weaver, Esq.

Enc.

CERTIFICATE OF AMENDMENT

DIRECT STUDENT SERVICE OF FLORIDA, INC.

Direct Student Service of Florida, Inc., a corporation of the State of Florida, whose registered office is located at 17410-A US Hwy 41 N., Lutz, Florida 33558, certifies pursuant to the provisions of state law, that at a meeting of the stockholders of said corporation called for the purpose of amending the articles of incorporation, and held on November 12, 2004, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote that ARTICLE 5 of the Articles of Incorporation is amended to read as follows:

ARTICLE 5. CAPITAL STOCK. The aggregate number of shares, which the Corporation is Authorized to issue are One Thousand shares (1,000) of Common Stock ("Common Stock"). The Common Stock shall have a par value of One cent (\$.01) per share. The Common Stock shall be issued as Five Hundred shares (500) of Class A Common Stock and Five Hundred shares (500) of Class B Common Stock, subject to the following restrictions:

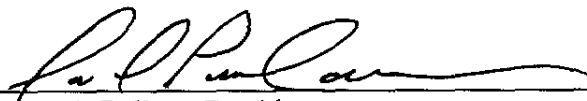
Class A Common Stock. Class A Common Stock ("Class A Common") shall be entitled to full rights and privileges as the Board of Directors shall determine at a meeting called for such purposes, except Class A Common shall be subject to the following restriction that shall not be changed without a Seventy-Five percent (75%) super-majority vote by the Class A Common Shareholders at a meeting called for such purposes.

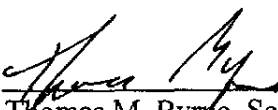
Class A Common Stock Restriction. Class A Common shall be non-transferable, except that Class A Common may be exchangeable by an heir to a Class A Common Shareholder, upon such Class A Common Shareholder's death, for Class B Common (as defined below) on a one share for one share basis for no additional consideration.

Class B Common Stock. Class B Common Stock ("Class B Common") shall be non-voting stock. Class B Common shall be entitled to annual dividends equal to Fifty percent (50%) of the annual salary of either Thomas Byrne or James J. Pullara, Jr. In addition, Class B Common Shareholders shall be entitled to an annual bonus equal to the annual bonus of either Thomas Byrne or James J. Pullara.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed on November 12, 2004.

By: 
James J. Pullara, President

By: 
Thomas M. Byrne, Secretary