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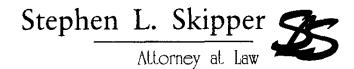
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AJR 6/10/08



June 2, 2008

Department of State Division of Corporations Initial Filing - For Profit P.O. Box 6327 Tallahassee, FL 32314

Street Address: Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

Gentlemen:

I am enclosing proposed Articles of Amendment filing. Please find our check in the amount of \$35.00 to cover the following items:

Filing Fee \$35.00

Please contact me if anything further is required to complete this filing. Also, please send all correspondence to my attention at the above address.

Sincerely,

Stephen L. Skipper

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION OF

FILED 2008 JUN -5 PM 5: 02

Discovery Prep Academy, Inc. ALLAHASSEE, FLORIDA (P04000067748)

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida For Profit Corporation adopts the following amendments to its Articles of Incorporation:

AMENDMENTS ADOPTED

ARTICLE VII is amended as follows:

The corporation shall have two (2) Directors. The name(s) and address(s) of the member(s) of the Board of Directors is/are as follows:

Rebecca A. Erler 5500 Donnelly Circle Orlando, FL 32821 Robert C. Erler 5500 Donnelly Circle Orlando, FL 32821

The following persons shall serve as officers of the Corporation until such time as their successors have been elected and qualified:

Rebecca A. Erler Robert C. Erler Robert C. Erler Robert C. Erler

President Vice President

Secretary Treasurer

This amendment was adopted on May 31, 2008

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signature:

Rebecca A. Erle