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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ATTORNEYS AT LAW

PLEASE REPLY TO WINTER PARK, FL OFFICE

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August 9, 2004

By Federal Express
Registration Section
Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

Re: R&M Universal Investments, Inc. – Change of Name to TLC
Learning Academy, Inc.

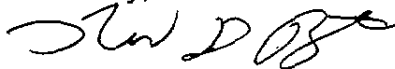
Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Articles of Amendment to the Articles of Incorporation of R&M Universal Investments, Inc. changing the name of this corporation to TLC Learning Academy, Inc. Also enclosed is a check in the amount of \$35.00 for the filing fee.

Please return the copy with the filing information stamped thereon to the undersigned at the address above.

If you have any questions regarding this matter, please do not hesitate to contact this office.

Sincerely,



Richard D. Baxter, Esq.

RDB/njm
Enclosure

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
R&M UNIVERSAL INVESTMENTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida law, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I. NAME

The name of the Corporation is R&M UNIVERSAL INVESTMENTS, INC.

ARTICLE II. AMENDMENT TO ARTICLES

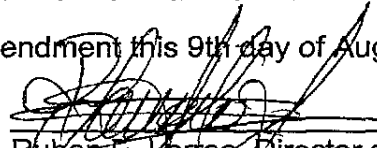
Article I of the Articles of Incorporation shall be amended to change the name of the Corporation to TLC Learning Academy, Inc. by deleting the first sentence thereof and replacing it with the following sentence:

"The name of the corporation shall be TLC Learning Academy, Inc."

ARTICLE III. ADOPTION BY SHAREHOLDERS AND DIRECTORS

This Amendment was unanimously approved by the Shareholders and Directors of the Corporation by written consent dated August 9, 2004, in lieu of a formal meeting, in accordance with the Florida Statutes.

IN WITNESS WHEREOF, the undersigned director and officer of the Corporation has made and subscribed these Articles of Amendment this 9th day of August, 2004.



Ruben E. Jarrea, Director and
Vice President and Secretary