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Reinstatement

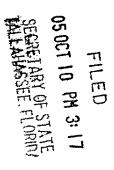
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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION



OF

BACKPACK UNIVERSITY BEFORE & AFTERSCHOOL LEARNING CENTER, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST:

Article 5 of the Articles of Incorporation provides:

President:

Carmelia Woodward

Vice-President:

Alden Woodward

Secretary:

Latishesyon Fletcher

Treasurer:

Carmelia Woodward

SECOND:

Article 5 shall be amended to state:

President:

Carmelia Woodard

Vice-President:

Alden Woodard

Secretary:

Latishesyon Fletcher

Treasurer:

Carmelia Woodard

whose addresses shall be the same as the principal address of the Corporation.



THIRD: Article 6 of the Articles of Incorporation states Director(s) as:

Carmelia Woodward

FOURTH: Article 6 of the Articles of Incorporation shall be amended to state Director(s) of the

Corporation as:

Carmelia Woodard

whose addresses shall be the same as the principal address of the Corporation.

FIFTH: The date of the adoption of this amendment is the 29 June 2005.

SIXTH: The amendment was adopted by the Board of Directors. No Shareholder action was

required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of

Florida.

Signed this 29 June 2005

Carmelia Woodard, Chairman of the Board of

Directors