

12/21/2007 12:48

Division of Corporations

Rafferty, Stolzenberg, Gelles, Tenenholtz & Flynn, P.A.

(305) 379-6009

P.001/003

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**School of Health Career, Inc.**

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Florida Dept of State



December 20, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

SCHOOL OF HEALTH CAREER, INC.

3190 N STATE RD 7

LAUDERDALE LAKES, FL 33319US

SUBJECT: SCHOOL OF HEALTH CAREER, INC.

REF: P92000000742

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**ARTICLES OF AMENDMENT  
TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
SCHOOL OF HEALTH CAREER, INC.**

Pursuant to Section 607.1007 of the Florida Statutes, School of Health Career, Inc., a Florida corporation (the "Corporation"), certifies that:

1. The amendments described herein to the Corporation's Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors as of April 22, 2007;
2. The number of votes cast for the amendments by the shareholders was sufficient for approval;
3. Article IV of the Amended and Restated Articles of Incorporation is deleted in its entirety and replaced with the following:

**ARTICLE IV**

The Corporation is authorized to issue two classes of shares designated "Preferred Stock" and "Common Stock", respectively. The total number of shares which the Corporation shall have authority to issue is Four Million One Hundred (4,000,100) shares, each with a par value of \$1.00 or, with respect to the Preferred Stock, with a par value determined by the Board of Directors and of which 4,000,000 shares shall be Common Stock and 100 shares shall be Preferred Stock.

The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any series of Preferred Stock and the number of shares constituting any such series and the designation thereof.

The undersigned, President of School of Health Career, Inc., a Florida corporation, does execute, subscribe and acknowledge these to be Articles of Amendment to the Amended and Restated Articles of Incorporation and certifies that the facts stated herein are true and correct, this 18<sup>th</sup> day of December 2007.

  
\_\_\_\_\_  
Randy Proto, President