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CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

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Amended & Restated
Articles

1.) Atlantic Learning Centers Inc.
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2.)
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AMENDMENT TO AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
ATLANTIC LEARNING CENTERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the Stockholders and Directors of ATLANTIC LEARNING CENTERS, INC. a Florida corporation, acting pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Statutes, do hereby amend and restate the Articles of Incorporation of the corporation as originally filed with the Office of the Secretary of State of the State of Florida. The corporation was originally incorporated on December 8, 1993 under the name ATLANTIC LEARNING CENTERS, INC..

- A. The Articles of Incorporation have not been previously amended.
- B. These Restated Articles of Incorporation have been adopted in accordance with Section 607.1007 of the Florida Statutes.
- C. Effective upon the date of filing with the Secretary of State of the State of Florida, the Articles of Incorporation of ATLANTIC LEARNING CENTERS, INC. are as follows:

"ARTICLE I
NAME

The name of this corporation is ATLANTIC LEARNING CENTERS, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in every aspect of corporate business.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of VOTING COMMON STOCK having a par value of one (\$1.00) dollar per share and one thousand nine hundred (1,900) shares of NON VOTING COMMON STOCK having a par value of one (\$1.00) dollar per share which shall have no voting rights. Aside from the difference in voting rights, the VOTING COMMON STOCK and NON VOTING COMMON STOCK are, in all respects, identical.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V
INDEMNITY

The corporation shall indemnify any officer, director or employee, or any former officer, director or employee to the fullest extent permitted by law.

ARTICLE VI
BY-LAWS

The power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and directors of the Corporation in the manner set forth in the By-Laws."

This Amendment and Restatement was executed by the Stockholders and Directors of the corporation on the 27 day of September, 2000 which execution shall constitute adoption.



William C. McFarland
Stockholder and Director



Grier K. McFarland
Stockholder and Director

IN WITNESS WHEREOF, ATLANTIC LEARNING CENTERS, INC. has caused this Amendment and Restatement of its Articles of Incorporation to be executed by its President and Secretary this 27 day of September, 2000

ATTEST:

ATLANTIC LEARNING CENTERS,
INC.



Grier K. McFarland
Secretary

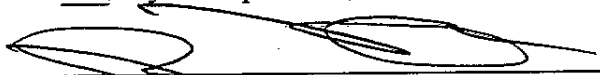
By: 
William C. McFarland, President

ACKNOWLEDGMENT APPEARS ON FOLLOWING PAGE

STATE OF FLORIDA)
) ss:
COUNTY OF MARTIN)

BEFORE ME, the undersigned authority, personally appeared WILLIAM C. MCFARLAND and GRIER K. MCFARLAND, to me well known and known to me to be the President and Secretary, respectively, of ATLANTIC LEARNING CENTERS, INC., a Florida corporation, who, after being duly sworn, acknowledged before me that they executed the foregoing Amendment to and Restatement of the Articles of Incorporation for and on behalf of the said corporation, and that the same was duly authorized.

WITNESS my hand and official seal this 27 day of September, 2000.



Notary Public, State of Florida at Large



Bernard Dane Stein
MY COMMISSION # CC675745 EXPIRES
October 3, 2001
BONDED THRU TROY FAIN INSURANCE, INC.