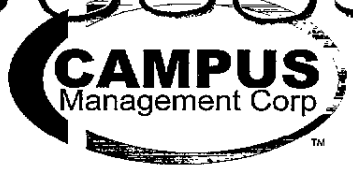


P94000059529



September 19, 2000

200003406132--3  
-09/27/00--01042--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam:

Please find enclosed our check for Thirty Five Dollars (\$35.00) to cover the filing fee of the attached Amendment to the Articles of Incorporation of Campus Management Corp..

Sincerely,

James R.. Lupfer  
Secretary

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 23 PM 12:24

Amend  
NFB 10-24-2000



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 5, 2000

James R. Lupfer  
% CAMPUS MANAGEMENT CORP.  
10 Fairway Drive, Suite 307  
Deerfield Beach, FL 33441

SUBJECT: CAMPUS MANAGEMENT CORP.  
Ref. Number: P94000059529

We have received your document for CAMPUS MANAGEMENT CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 500A00052875

RECEIVED  
OCT 23 AM 9:07  
DIVISION OF CORPORATIONS

AMENDMENT NUMBER THREE TO  
THE ARTICLES OF INCORPORATION OF  
CAMPUS MANAGEMENT CORP.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 23 PM 12:24

We, the undersigned President and Secretary, hereby publish this Amendment Number Three to the Articles of Incorporation of CAMPUS MANAGEMENT CORP., changing the capitalization of the Corporation.

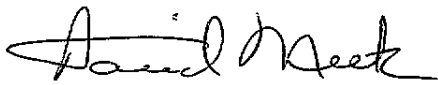
OLD ARTICLE IV

4. CAPITAL STOCK. The corporation is authorized to issue Twenty Five Thousand (25,000) shares of common stock, all of one class, at One (\$1.00) Dollar Par Value.

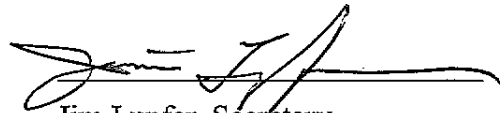
NEW ARTICLE IV

4. CAPITAL STOCK. The corporation is authorized to issue Three Million (3,000,000) shares of common stock, all of one class, at One Cent (\$.01) Par Value.

THE DATE OF UNANIMOUS ADOPTION by the Shareholders of this Amendment Number Three to the Articles of Incorporation was September 12, 2000.



David Meek, President



Jim Lupfer, Secretary