

P95000042149

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2006 DEC 14 PM 3:48

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LAW OFFICES OF
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December 5, 2006

VIA FEDERAL EXPRESS

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: The Creative Child Learning Center, Inc.
Document No. P95000042149

Dear Sirs:

Enclosed are the following:

1. Original and a copy of the Articles of Amendment to the Articles of Incorporation of The Creative Child Learning Center, Inc.
2. My \$87.50 office check for the filing of the Articles of Amendment and for a certified copy of same.

Upon your receipt and filing of the Articles of Amendment, please send me a certified copy.

Thank you very much for your assistance.

Sincerely yours,



Bruce J. Goldman

BJG:pjp
Enclosures
cc: Mr. Brian Ager w/enclosure

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF

THE CREATIVE CHILD LEARNING CENTER, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By unanimous vote of the Board of Directors and unanimous vote of the Shareholders of THE CREATIVE CHILD LEARNING CENTER, INC., a Florida corporation, originally incorporated on May 30, 1995, under Document Number P95000042149, said Corporation hereby, pursuant to Florida Statutes, Section 607.1003 and 607.1006, amends the existing Articles of Incorporation, in the following respect, effective December 1, 2006:

ARTICLE III - CAPITAL STOCK is hereby deleted in its entirety and the following provision is inserted in lieu thereof:

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

| <u>Number of Shares Authorized</u> | <u>Par Value Per Share</u> | <u>Class of Stock</u> |
|--|--------------------------------|-------------------------------|
| 1,000 | \$.01 | Class A Voting Common |
| 99,000 | \$.01 | Class B Non- Voting Common |

The relative rights privileges and limitations of Class A Voting Common Stock and Class B Non-Voting Common Stock shall be in all respects identical, share for share (including, but not limited to, identical rights to distribution and liquidation proceeds), except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Voting Common Stock and, except as otherwise required by law, the holders of Class B Non-Voting Common Stock shall not have any voting power or be entitled to receive any notice of meetings of Shareholders.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

The holder of each one (1) share of the Corporation's outstanding Common Stock, \$1.00 par value, shall be entitled to exchange such outstanding share for one (1) share of the Corporation's Class A Voting Common Stock, one cent (1¢) par value, and ninety-nine (99) shares of the Corporation's Class B Non-Voting Common Stock, one cent (1¢) par value.

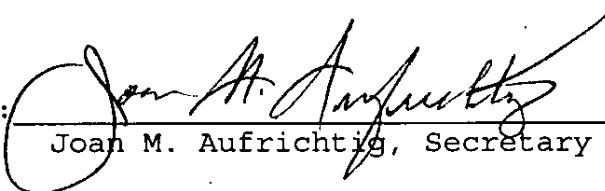
The foregoing Amendment was duly approved by all of the Directors and all of the Shareholders in accordance with Florida Statutes, Section 607.1003 and 607.1006 on December 1, 2006; and the number of votes cast for amendment was sufficient for approval.

DATED this 1st day of December, 2006.

By:


Brian Ager, President

Attest:


Joan M. Aufrichtig, Secretary