

P95000053188

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BASIC AMENDMENT

KENWICK INDUSTRIES, INC.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 21, 1999

KENWICK INDUSTRIES, INC.  
2455 E SUNRISE BLVD  
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SUBJECT: KENWICK INDUSTRIES, INC.  
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Darlene Connell  
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
KENWICK INDUSTRIES, INC.**

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the President of Kenwick Industries, Inc., a Florida corporation d/b/a American Video Language Institute (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida bearing Document #P95000053188 does hereby certify:

Pursuant to a Written Consent of the Board of Directors and Majority Shareholders of said Corporation dated June 17, 1999, the Board of Directors approved the following amendment to the Corporation's Articles of Incorporation increasing the number of shares of authorized stock as follows:

Article IV of the Corporation's Articles of Incorporation shall be deleted in its entirety and replaced with the following:

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be fifty million (50,000,000) shares of common stock, par value \$.001 per share and five million (5,000,000) shares of Preferred Stock, par value \$.001 per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

ROXANNE K. BEILLY, Esq., Florida Bar No. 851450  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 East Las Olas Blvd., Ste. 1900  
Ft. Lauderdale, FL 33301 (954) 763-1200

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The foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to a Unanimous Written Consent of the Board of Directors of the Corporation and by the Majority of the Shareholders of the Common Stock of the Corporation dated June 17, 1999, acting by Written Consent pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, said Corporation has caused this Amendment to be signed in its name by its President this 17th day of June, 1999.



Kenneth Wulwick, President

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