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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

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Amend

Tutor Time Learning Systems, Inc.

- ☐ Profit ☒ Amendment ☐ Merger
☐ NonProfit ☐ Dissolution/Withdrawal ☐ Mark
☐ Limited Liability Company ☐ Other
☐ Foreign ☐ Annual Report ☐ Change of R.A.
☐ Limited Partnership ☐ Reservation ☐ Fictitious Name
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CONNIE BRYAN

**ARTICLES OF AMENDMENT OF
SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
TUTOR TIME LEARNING SYSTEMS, INC.**

FILED
00 MAR 22 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the President of Tutor Time Learning Systems, Inc., a Florida corporation (the "Corporation"), hereby certifies on behalf of the Corporation as follows:

1. The name of the Corporation is Tutor Time Learning Systems, Inc. The date of filing of its original Articles of Incorporation with the Secretary of State of the State of Florida was March 28, 1996.
2. The Corporation is hereby amending its Second Amended and Restated Articles of Incorporation (the "Amendment").
3. The Articles of Incorporation of the Corporation are hereby amended (the "Amendment") in the following manner:

(a) Article IV is hereby amended by deleting the first occurrence of the phrase "thirty-four million two hundred forty thousand one hundred ten (34,240,110)" and inserting in lieu thereof, the phrase "forty-four million two hundred forty thousand one hundred ten (44,240,110)".

(b) Article IV is hereby amended by deleting the first occurrence of the phrase "twenty million (20,000,000)" and inserting in lieu thereof, the phrase "thirty million (30,000,000)".

(c) Section 5(d)(v)(f) of Article IV(B) is hereby amended by deleting the word "and".

(d) Section 5(d)(v) of Article IV(B) is hereby amended by inserting the following provision at the end of such paragraph prior to the period: "; (h) to the issuance of one or more warrants to purchase Common Stock dated on or about March 22nd, 2000, issued to Ableco Finance LLC to purchase shares of Common Stock pursuant to the terms of the Financing Agreement dated on or about March 23rd, 2000 among the Corporation, Ableco Finance LLC and the other signatories thereto, or the issuance of Common Stock upon the exercise thereof; and (i) to the issuance of one or more warrants dated on or about March 22nd, 2000, to each of Michael Alpert, Dean Alpert and Craig Alpert to purchase shares of Common Stock, or the issuance of Common Stock upon the exercise thereof "

4. The Amendment contains amendments to the Second Amended and Restated Articles of Incorporation requiring shareholder approval. The Amendment was adopted by the shareholders of the Corporation on March 21st, 2000 by written consent pursuant to Section 607.0704 of the 1989 Business Corporation Act of the State of Florida.

5. The designation of each voting group of shareholders entitled to vote separately on the said amendment is hereby stated as follows:

(i) holders of the outstanding capital stock of the Corporation, voting together as a single class;

(ii) holders of the Series B Preferred Stock; and

(iii) holders of the Series C Preferred Stock.

6. The number of votes cast for said amendment by each said voting group of shareholders was sufficient for approval thereof.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed as of the 21st day of March, 2000 by its President, who hereby affirms and acknowledges, under penalty of perjury, that these Articles of Amendment are the act and deed of the Corporation and that the facts stated herein are true.

By: 

Edwin Cooperman
President

ATTEST:

By: 

Ira Young
Secretary

