

072100000032 ACCOUNT NO. REFERENCE : 350459 4303929 AUTHORIZATION : COST LIMIT : \$ 87.50 ORDER DATE: May 1, 1997 ORDER TIME : 9:23 AM 000002161510--9 ORDER NO. : 350459-005 CUSTOMER NO: 4303929 CUSTOMER: Ms. Jazmine Roman Greenberg Traurig Hoffman 22nd Floor 1221 Brickell Avenue Miami, FL 33131-3238 W9700010081 DOMESTIC AMENDMENT FILING

NAME: LYCEUM INTERNATIONAL, INC.

ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EFFICTIVE DATE:

EXAMINER'S INITIALS:

UNISION OF CORPORATION



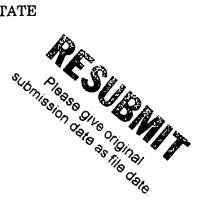
FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

May 1, 1997

CSC KATHY TALLAHASSEE, FL

SUBJECT: LYCEUM INTERNATIONAL, INC.

Ref. Number: P96000058327



Letter Number: 997A00022839

We have received your document for LYCEUM INTERNATIONAL, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The document must include original signatures.

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 (904) 487-6957.

Joy Moon-French Corporate Specialist

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF AMENDMENT TO THE

FILED

ARTICLES OF INCORPORATION OF

97 MAY -1 PM 3:21

LYCEUM INTERNATIONAL, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- 1. The name of this Corporation is LYCEUM INTERNATIONAL, INC. (hereinafter called the "Corporation").
- 2. Article I of the Corporation's Articles of Incorporation is deleted and replaced by new Article I, as follows:

"ARTICLE I

The name of the Corporation shall be: THE WINSTON ACADEMY, INC."

3. Article II of the Corporation's Articles of Incorporation is deleted and replaced by new Article II, as follows:

"ARTICLE II

The address of the principal office and the mailing address of the Corporation is: P.O. Box 560817, Miami, Florida 33256-0817."

- 4. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.
- 5. The amendments made herein to the Articles of Incorporation of the Corporation were adopted by the unanimous written consent of the sole Shareholder, the number of votes cast for the amendments was sufficient for approval, and the sole Director of the Corporation on the date of these Articles of Amendment, pursuant to Sections 607.0704 and 607.1003 of the Florida Business Corporation Act.
- 6. The effective date of this amendment shall be May 1, 1997.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment, this 1st day of May, 1997.

LYCEUM INTERNATIONAL, INC.

WINSTON LING,

Director