



THE UNITED STATES
CORPORATION
COMPANY

P96000058327

ACCOUNT NO. : 072100000032

REFERENCE : 394645 4303929

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 140.00

ORDER DATE : May 16, 1997

ORDER TIME : 9:35 AM

ORDER NO. : 394645-005

CUSTOMER NO: 4303929

*Name
Change
Amendment*
100002181421--4

CUSTOMER: Esther J. Forbes, Legal Asst
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: THE WINSTON ACADEMY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT *5/16/97*
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

2 CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

FILED
97 MAY 16 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

File 151

RECEIVED
97 MAY 16 AM 11:34

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE WINSTON ACADEMY, INC.

97 MAY 16 PM 3:41
FILED
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 THE WINSTON ACADEMY, 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: LYCEUM
INTERNATIONAL, INC."

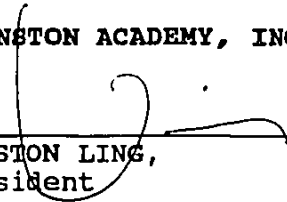
3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. The amendment 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.

5. The effective date of this amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment, this 15th day of May, 1997.

THE WINSTON ACADEMY, INC.

By: 
WINSTON LING,
President