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September 16, 1998

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-09/21/98--01072--020  
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Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: PALM BEACH VOCATIONAL INSTITUTE, INC.

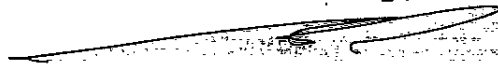
Dear Sir/Madam:

Enclosed kindly find the following:

1. Articles of Amendment to Articles of Incorporation of Palm Beach Vocational Institute, Inc.;
2. Certificate of Designation of Registered Agent/Registered Office;
3. Check in the amount of \$35.00 made payable to Secretary of State representing the filing fee; and
4. A copy of the Articles of Amendment and Certificate together with a return envelope for acknowledgment of filing.

Thank you for your assistance in this regard.

Sincerely,



THOMAS J. WOOLLEY, JR.

TJW/slr

Enclosures

FILED  
98 SEP 21 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend.  
9-25-98  
CC

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PALM BEACH VOCATIONAL INSTITUTE, INC.

FILED  
98 SEP 21 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following amendment to its Articles of Incorporation:

FIRST: Amendment adopted: ARTICLE VI is amended as follows:

KAREN KELLY has resigned as Registered Agent of the corporation and MICHAEL IIAMES has accepted and agreed to serve in this capacity. The principal office and/or mailing address of the corporation is 6100 So. Congress Avenue, Lantana, Florida 33462. The Certificate of Designation of the new Registered Agent/Registered/Office is attached hereto.

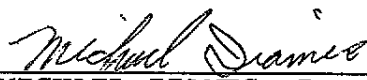
SECOND: Amendment adopted: ARTICLE VII is amended as follows:

The resignation of DEBORAH MORLEY and KAREN KELLY as Directors is accepted and the following individual is elected to serve as sole Director by a unanimous vote of the Shareholders: MICHAEL IIAMES, 6100 So. Congress Avenue, Lantana, Florida 33462.

THIRD: The effective date of this amendment is the date hereof.

FOURTH: Adoption of amendments were approved by a unanimous vote of the Shareholders and Directors.

EXECUTED this 16th day of September, 1998.

  
MICHAEL IIAMES, President

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is PALM BEACH VOCATIONAL INSTITUTE, INC.

2. The name and address of the registered agent and office are:

MICHAEL IIAMES  
6100 So. Congress Avenue  
Lantana, FL 33462

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
MICHAEL IIAMES

September 16, 1998  
DATE