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Administrative Offices
Explorations of Boca Raton, Inc.
A Florida corporation

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Michelle Tucker
President

Sherree Ellen Klein
Vice President

Douglas L. Wilson, Esquire
General Counsel

Vanessa H. Lindsey
Secretary, Treasurer & Chief Administrative Officer

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*****35.00 *****35.00

February 12, 2001

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re.: *Amendments to Articles of Incorporation of Explorations of Boca Raton, Inc.*

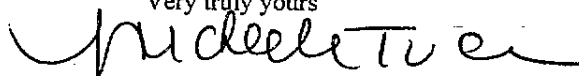
Gentlemen:

Enclosed please find:

- (a) Three sets of articles of amendment for the above referenced corporation, one for filing and two to be returned to us bearing recording notations.
- (b) A check in the amount of \$35 covering the costs of filing the articles of amendment.

If you have any questions or comments, please contact the undersigned.

Very truly yours



Michelle Tucker
President

FILED
01 MAR - 1 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend + N/C

T BROWN MAR - 5 2001

Articles of Amendment to Articles of Incorporation
of Explorations of Boca Raton, Inc.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation does hereby adopt the following articles of amendment to its Articles of Incorporation:

FILED
01 MAR -1 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Witnesseth:

First: Amendments adopted:

The substance but not the heading of Article I is hereby repealed in its entirety and replaced by new Article I which shall read as follows:

(A) Name:

The name of the Corporation is "Explorations Entertainment & Education, Inc."

(B) Address

The principal office and mailing address of the Corporation is: 7359 Ballantrae Court; Boca Raton, Florida 33496.

Second: The date of each amendment adopted is: February 10, 2001.

Third: Adoption of Amendments:

The amendments were adopted by the holders of 1,016,725 of the 1,500,000 shares of the Corporation's common stock currently outstanding. The number of votes cast for the amendments were sufficient for approval.

IN WITNESS WHEREOF, I have subscribed my name this 12th day of February, 2001.

Signed, Sealed & Delivered
In Our Presence

Nancy Malenari
[Signature]

Michelle Tucker
Michelle Tucker, President