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075350000132

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NAME: ARBOR LEARNING GROUP, INC.

AUDIT NUMBER.....H97000015774

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Amendment
9/23/97
DC

Fax Audit No. H97- 15774

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ARBOR LEARNING GROUP, INC.

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TALLAHASSEE, FLORIDA

The undersigned, Mark J. Gordon, being the President of ARBOR LEARNING GROUP, INC., a Florida corporation (the "Corporation"), incorporated effective as of August 6, 1997, under Document No. P97000087943, does hereby certify, attest and serve notice, pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, that Article VII of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"ARTICLE VII

The initial Board of Directors of this corporation shall be comprised of two (2) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Mark J. Gordon	1515 N.W. 167th Street, Suite 110W Miami, Florida 33169
David L. Epstein	1515 N.W. 167th Street, Suite 110W, Miami, FL 33169.

Such amendment of the Articles of Incorporation of the Corporation has been duly and unanimously authorized and directed by Written Consent to Corporate Action by Board of Directors and Shareholders of the Corporation dated as of August 8, 1997. All other provisions of the Articles of Incorporation of the Corporation shall remain in full force and effect without any modification thereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal in his capacity as aforesaid as of the 11th day of September, 1997, on behalf of the Corporation.


Mark J. Gordon, President

[CORPORATE SEAL]



This instrument prepared by:
Richard M. Goldstein, Esquire
Florida Bar No. 389617
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
2500 First Union Financial Center
Miami, Florida 33131-2338
(305) 374-7680

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