

TRANSMITTAL LETTER

P97000102559

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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04/13/00--01041--02
*****35.00 *****35.00

SUBJECT: THE WINDERMERE SCHOOL, INC.

Enclosed is an original and one copy of the Articles of Amendment to the Articles of Incorporation and a check for:

 X \$35.00 Filing Fee

FROM:
John T. Manhire
1133 Louisiana Avenue, Suite 200
Winter Park, FL 32789
(407) 539-1007

FILED
00 JUN 26 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 20, 2000

JOHN MANHIRE
1133 LOUISIANA AVENUE
SUITE 200
WINTER PARK, FL 32789

SUBJECT: THE WINDERMERE SCHOOL, INC.
Ref. Number: P97000102559

We have received your document for THE WINDERMERE SCHOOL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Minutes are not filed with the Division of Corporations and should be kept with the records of the corporation. Any changes that are being made to the articles of incorporation can be made by filing articles of amendment. Enclosed is an amendment form.

If shareholder approval was not required, a statement to that effect must be contained in the document.

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 (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 600A00021878

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE WINDERMERE SCHOOL, INC.**

Pursuant to the provisions of Sections 607.1006 and 607.0602 of the Florida Business Corporation Act, The Windermere School, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST:

Article I of the Articles of Incorporation of the Corporation is hereby amended by replacing the existing words with the following:

The name of the corporation shall be WINDERMERE PREPARATORY SCHOOL, INC.

SECOND:

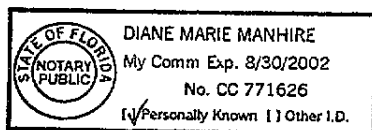
Except as amended, the Articles of Incorporation of the Corporation shall remain the same.

These Articles of Amendment to the Articles of Incorporation of the Corporation shall be effective as of the date such Articles are accepted for filing by the Florida Secretary of State.

Pursuant to Section 607.0602 of the Florida Business Corporation Act, the Board of Directors duly adopted these Articles of Amendment to Article I of the Articles of Incorporation by written consent of all of the directors in lieu of a Special Meeting of the Board of Directors, and shareholder approval was not required.

The above Articles of Amendment to Article I of the Articles of Incorporation are hereby approved by the undersigned this 11th day of April, 2000.

THE WINDERMERE SCHOOL, INC.



By: Carolyn M. Cappleman
Carolyn M. Cappleman
Vice-President