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BASIC AMENDMENT

THE AMERICAN SCHOOLS CORPORATION

Certificate of Status	0
Certified Copy	1
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Amendment
06/28/02

PC
6/27/02



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 27, 2002

THE AMERICAN SCHOOLS CORPORATION
6189 WINTER GARDEN/VENLAND RD
WINDERMERE, FL 34786

SUBJECT: THE AMERICAN SCHOOLS CORPORATION
REF: P97000102569

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

IN THIS CASE, THE SIGNOR'S TITLE MUST CONTAIN "DIRECTOR".

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) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000158205
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**SECOND AMENDMENT TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE AMERICAN SCHOOLS CORPORATION**

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Pursuant to the provisions of Sections 607.1006, 607.0602 and 607.1002 of the Florida Business Corporation Act, The American Schools Corporation, a Florida corporation (the "Corporation"), adopts the following Second Articles of Amendment to its Amended and Restated Articles of Incorporation:

FIRST: Article VI, Paragraph A of the Amended and Restated Articles of Incorporation of the Corporation is hereby deleted and replaced with the following:

A. Authorized Capital Stock. The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is eighty million (80,000,000) shares, consisting of:

(i) thirty million (30,000,000) of Class A common stock, par value \$0.01 per share (the "Class A Common Stock");

(ii) forty million (40,000,000) shares of Class B common stock, par value \$0.01 per share (the "Class B Common Stock"); and

(iii) ten million (10,000,000) shares of preferred stock, par value \$0.01 per share (the "Preferred Stock").

As used herein, the term "Common Stock" means, collectively, the Class A Common Stock and the Class B Common Stock.

No fractional shares of capital stock shall be issued in respect of any stock split, dividend, subdivision, combination, consolidation, conversion or similar event. Instead, fractional shares shall be rounded up or down to the nearest whole number.

SECOND: Except as hereby amended, the Amended and Restated Articles of Incorporation of the Corporation shall remain the same.

These Articles of Amendment to the Amended and Restated 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.

These Articles of Amendment to the Amended and Restated Articles of Incorporation do not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and do not result in the percentage of authorized shares that remain unissued after the division exceeding the percentage of unauthorized shares that were unissued before the division.

Effective immediately, all outstanding Class A common stock and Class B common stock is hereby divided 3 1/3 shares for one share.

Pursuant to Section 607.0602 and 607.10025 of the Florida Business Corporation Act, the Board of Directors duly adopted these Articles of Amendment to Article VI of the Amended and Restated Articles of Incorporation by unanimous written consent of the directors, and shareholder action was not required. The above Second Articles of Amendment of the Amended and Restated Articles of Incorporation is hereby approved by the undersigned this 26th day of June, 2002.

**THE AMERICAN SCHOOLS
CORPORATION, a Florida corporation**

By:

John T. Manhite
John T. Manhite, President & Director