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JOHN W. DONAHOO

(1907-1993)

THOMAS M. DONAHOO*

HAYWOOD M. BALL†

WILLIAM B. McMENAMY*

BRUCE D. JOHNSON*

THOMAS M. DONAHOO, JR.

December 7, 1998

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*****43.75 *****43.75

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment
ScholarAid, Inc.
Our File No.: 5295

Dear Sir or Madam:

Enclosed please find for filing Articles of Amendment for ScholarAid, Inc. along with a check in the amount of \$43.75 to cover the fee. Please return a certified copy of the document in the envelope provided.

Please do not hesitate to call our office if you have any questions or require any additional information.

Very truly yours,

Eleanor M. Smith

Eleanor M. Smith Assistant
to William B. McMenemy

/ems
Enclosure

*Amend
12-15-98
WBS*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC - 8 PM 2:49

FILED

ARTICLES OF AMENDMENT

FILED

OF

98 DEC -8 PM 2:49

SCHOLARAID, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The Articles of Incorporation of Scholaraid, Inc., are hereby amended by adding Article 8 to read as follows:

Article 8 - Preemptive Rights

This Corporation elects to have preemptive rights for all of the shareholders of its common shares.

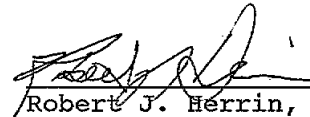
2. The foregoing amendment was adopted by the shareholders of this corporation of the 29th day of September, 1998 to take effect upon the date of the filing of these Articles of Amendment.

3. The foregoing amendment was approved by the shareholders and the number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 25th day of November, 1998.

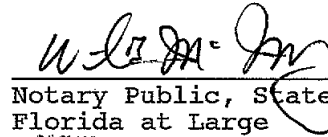


Ali M. Azhar, President



Robert J. Herrin, Secretary

SUBSCRIBED, SWORN AND ACKNOWLEDGED to before me by ALI M. AZHAR, () who is personally known to me, or () who provided _____ as identification, and by ROBERT J. HERRIN, () who is personally known to me, or () who provided _____ as identification, who executed the foregoing Articles of Amendment and who acknowledged before me that they executed these Articles of Amendment as President and Secretary of the corporation this 25th day of November, 1998.



Notary Public, State of
Florida at Large
William B. McManamy
[.....]
Print name below signature

My Commission No.:
My Commission Expires:



William B. McManamy
MY COMMISSION # CC778649 EXPIRES
October 22, 2002
BONDED THRU TROY FAHM INSURANCE, INC