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May 19, 1998

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

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-05/21/98--01042--007
*****35.00 *****35.00

Re: Amendment to Articles for Ultimate Concrete Concepts, Inc.

Dear Sirs:

With regard to the above referenced matter enclosed please find original Articles of Amendment together with my check in the amount of \$35.00 for the filing fee for same.

Please amend the name to be LRN Processing, Inc.

Very truly yours,

Leacy Conda for

RICHARD J. MONESCALCHI, ESQ.
RJM/tc
Enc.

FILED
MAY 21 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VS MAY 29 1998

N/C

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
98 MAY 21 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ULTIMATE CONCRETE CONCEPTS, INC., a Florida Corporation

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLES I

The name of the corporation shall be changed from its present name to LRN Processing, Inc.

The date of amendment's adoption March 24, 1998.

ARTICLES II

This amendment was approved by all the shareholders of the corporation and by the entire board of directors which consist of Donald E. Nusser, President.

Signed this 24 day of March, 1998.

Donald E. Nusser
DONALD E. NUSSER, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that on this day, before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Donald E. Nusser, who is personally known to me or who has produced _____ as identification and who did not take an oath.

WITNESS my hand and official seal in the state and county aforesaid this 24 day of March, 1998.

My Commission Expires:

AK
NOTARY PUBLIC



Richard J. Monescalchi
MY COMMISSION # 00635130 EXPIRES
April 1, 2001
BONDED THRU TROY FAIR INSURANCE, INC.