

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
 (850) 224-8870 • (850) 342-8062 • Fax (850) 222-1222

P98000031888

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 -04/10/98--01006--025
 *****35.00 *****35.00

Bell Education Center, Inc. Articles of Correction

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search

Name	
Availability	4/15/98
Document Examiner	DK
Updater	DK
Update Vendor	DK
Accounting System	DK
W.P. V. Server	

FILED
 98 APR 10 PM 1:23
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

00789, 00547, 00524, 00672
~~*00789, 00563, 00580, 00664, 00544, 00672~~

Signature _____

Requested by: DK Date: 4-10-98 Time: 9:13

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

APR 10 AM 9:43
 RECEIVED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 10, 1998

Capital Connection, Inc.
417 E. Virginia St.
Suite 1
Tallahassee, FL 32302

SUBJECT: BELL EDUCATION CENTER, INC.
Ref. Number: P98000031888

We have received your document for BELL EDUCATION CENTER, 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):

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

- (1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.
- (2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The name and title of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 898A00019139



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 14, 1998

Capital Connection, Inc.
417 E. Virginia St.
Suite 1
Tallahassee, FL 32302

SUBJECT: BELL EDUCATION CENTER, INC.
Ref. Number: P98000031888

We have received your document for BELL EDUCATION CENTER, 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):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If directors have not been selected the document may be signed by an incorporator.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 298A00019844

98 APR 15 PM 8:59
DIVISION OF CORPORATIONS

Corrected

**ARTICLES OF CORRECTION TO
ARTICLES OF INCORPORATION
OF BELL EDUCATION CENTER, INC.**

FILED
98 APR 10 PM 1:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to the Articles of Incorporation of Bell Education Center, Inc., hereby files these Articles of Correction pursuant to Section 607.0124 of the Florida Business Corporation Act. The Articles of Incorporation were filed on April 7, 1998, and a copy of the filed Articles is attached hereto.

1. Article VI of the Articles of Incorporation are in error. The correct name of the Initial Registered Agent of this corporation is Wendy Levine. The street address of the corporation's Registered Agent is 633 N.E. 167th Street, Suite 820-A, North Miami Beach, Florida 33162.

2. Article VII incorrectly lists only one initial director and is corrected as follows:

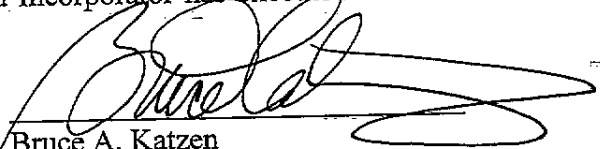
The corporation shall have two initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the By-Laws of the corporation. The names and street addresses of the initial directors are:

Michael Stahl
633 N.E. 167th Street
Suite 801
North Miami Beach, Florida 33162

and

Merlin Mercano
633 N.E. 167th Street
Suite 801
North Miami Beach, Florida 33162

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Correction on this 13th day of April, 1998.


Bruce A. Katzen

ARTICLE VII

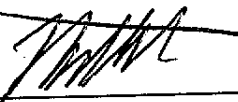
INITIAL BOARD OF DIRECTORS

The corporation shall have two initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The names and street addresses of the initial directors are:


Michael Stahl
633 N.E. 167th Street
Suite 801
North Miami, Florida 33162

Merlin Mercano
633 N.E. 167th Street
Suite 801
North Miami, Florida 33162

IN WITNESS WHEREOF, the undersigned Directors of Bell Education Center, Inc. has executed these Articles of Amendment on this 9th day of April, 1998.



Michael Stahl /President

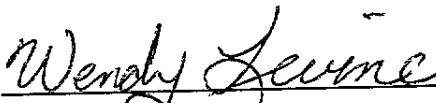


Merlin Mercano /Vice President

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Amendment, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 9th day of April, 1998.



Wendy Levine

CERTIFICATE OF REGISTERED AGENT
OF
BELL EDUCATION CENTER, INC.

FILED
98 APR 10 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

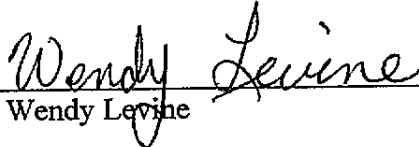
Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted, in compliance with said Act:

That Bell Education Center, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Corporation, has named Wendy Levine, 633 N.E. 167th Street, Suite 820-A, North Miami Beach, Florida 33162, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 13th day of April, 1998.


Wendy Levine