

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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FILING

Amendment

1.) Educational Resource Group, Inc.
(CORPORATE NAME & DOCUMENT #)

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98 SEP 23 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

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See 9/24

SPECIAL INSTRUCTIONS

Amend

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 23, 1998

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: EDUCATIONAL RESOURCE GROUP, INC.
Ref. Number: P98000039228

Corrected
9/23/98
[Signature]

RECEIVED
98 SEP 23 PM 3:00
DIVISION OF CORPORATIONS

We have received your document for EDUCATIONAL RESOURCE GROUP, 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 current name of the entity is as referenced above. Please correct your document accordingly.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) 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.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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

**ARTICLES OF AMENDMENT FOR
Educational Resource Group, Inc.**

These Articles of Amendments dated the 22 day of September, 1998 do hereby amend the Articles of Incorporation for Educational Resource Group, Inc., as follow:

FIRST: Articles VI of the Articles of Incorporation are hereby amended as follows:

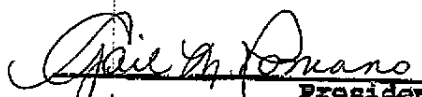
- A) Delete Christian A. Friesé as President and Secretary of Educational Resource Group, Inc. and Add Gail M. Romano as President and Secretary of Educational Resource Group, Inc. (see address below)
- B) Change address of Educational Resource Group, Inc. from 100 Rialto Place Suite 705, Melbourne, FL 32901 to 4450 W. Eau Gallie Blvd. Suite 137, Melbourne, FL 32934.

SECOND: 100% of the shares issued to Christian A. Friesé for Educational Resource Group, Inc. should be are transferred to Gail M. Romano.

THIRD: The date of each amendment's adoption is September 22, 1998.

FOURTH: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Dated this 22 day of September, 1998


GAIL M. ROMANO
President, 4450 W. EAU GALLIE BLVD., STE. 137
Secretary and Incorporator MELBOURNE, FL 32934

State of Florida
County of Brevard

Before me, the undersigned personally appeared 9-22-98
who produced identification in the form of Drivers Lic., and
signed the above Articles of Amendment this 22 day of Sept., 1998.


Notary Public

KATHLEEN STEARN
Notary Public, State of Florida
My comm. expires Dec. 15, 2000
Comm. No. CC607542

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA