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REFERENCE : 850861 9029A

AUTHORIZATION : Patricia Pizub

COST LIMIT : \$ 35.00

FILED
98 JUN 10 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 10, 1998

ORDER TIME : 12:28 PM

ORDER NO. : 850861-005

CUSTOMER NO: 9029A

CUSTOMER: Steve Weinberg, Esq
Frank Effman Weinberg & Black,
Second Floor
8000 Peters Road
Plantation, FL 33324

500002555045--5

DOMESTIC AMENDMENT FILING

NAME: WESTON LEARNING CENTRE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

Amend.
6-10-98

RECEIVED
98 JUN 10 PM 1:24
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
OF
WESTON LEARNING CENTRE, INC.

FILED
98 JUN 10 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is: Weston Learning Centre, Inc.
2. Article III of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

ARTICLE III

SHARES

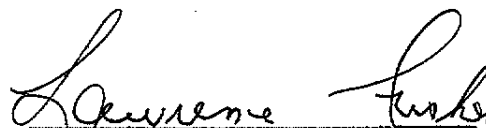
The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000, at \$1.00 par value per share.

3. By Action by Unanimous Written Consent of the Directors and Shareholders dated June 8, 1998, the Board of Directors and Shareholders of the Corporation approved these Articles of Amendment and that the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 8 day of June, 1998.

Weston Learning Centre, Inc.

By:



Name: Lawrence Fisher
Title: President

**UNANIMOUS WRITTEN CONSENT IN LIEU OF SPECIAL MEETING OF
BOARD OF DIRECTORS AND SHAREHOLDERS
OF
WESTON LEARNING CENTRE, INC.**

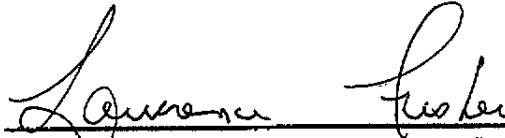
The undersigned, being all of the Directors and Shareholders of WESTON LEARNING CENTRE, INC., a Florida corporation (the "Corporation"), hereby consent to the taking of the following actions in lieu of a special meeting of the Board of Directors and the Shareholders and hereby waive any notice to be given in connection therewith:

RESOLVED, that Article III of the Articles of Incorporation of the Corporation be amended to provide that the authorized shares of the corporation shall be 1,000 shares, at \$1.00 par value per share; and it is further

RESOLVED, that the officers of the Corporation shall be and each hereby is authorized for and on behalf of the Corporation, to make, execute, deliver, modify or amend in whole or in part, and revoke the documents and instruments that such officer considers appropriate in such officer's sole discretion to consummate the transactions contemplated by the foregoing resolution or are otherwise required in connection therewith, including but not limited to Articles of Amendment to the Articles of Incorporation of the Corporation; and its is further

RESOLVED, that such execution and delivery or performance shall constitute conclusive evidence of such officer's authority to so act, and that all of said documents and instruments executed and delivered as aforesaid shall be and constitute the acts and obligations of the Corporation, the Corporation hereby ratifying and confirming the acts of such Officer executing and delivering all of such documents and instruments and modifications and revocations of same, irrespective of whether such acts were performed before or subsequent to the date of the adoption hereof.

IN WITNESS WHEREOF, the undersigned have executed this
Written Consent in Lieu of Special Meeting as of the 8th day of
June, 1998.



Lawrence Fisher, Director and Shareholder



Lesley Epstein, Director and Shareholder