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March 27, 2002

Florida Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, Florida 32314

100005177011--2
-03/29/02--01050--009
*****35.00 *****35.00

Re: Articles of Amendment of:
Let's Learn Educational Resources, Inc.

Greetings:

Enclosed is the original and one copy of Articles of Amendment to Articles of Incorporation of the above named corporation.

Please approve these Articles of Amendment, file the original, file stamp the copy, and return the same to the undersigned.

Enclosed is a check for \$35.00 for the filing fee.

Very truly yours,

FOSTER AND FOSTER



D. William Foster

FILED
02 MAR 29 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DWF/wh
Enclosures
Check: \$35.00

N/C

T BROWN APR - 4 2002

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LET'S LEARN EDUCATIONAL RESOURCES, INC.**

FILED
02 MAR 29 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KAREN M. RAPP and BARRY A. RAPP, being the sole Directors and Shareholders of LET'S LEARN EDUCATIONAL RESOURCES, INC., hereby certify that in compliance with the provisions of Florida Statutes §607.1006, the following Amendment to the Articles of Incorporation of LET'S LEARN EDUCATIONAL RESOURCES, INC., was duly adopted on March 26, 2001, by the sole Directors without shareholder action, as shareholder action was not required, and in the manner prescribed by the Florida Business Corporation Act, to wit:

IT IS HEREBY RESOLVED that the name of the corporation be changed to **GIGGLES AND GOOD GRADES, INC.**, and that ARTICLE II. NAME, of the Articles of Incorporation be amended to read as follows:

ARTICLE II - NAME

The name of the corporation shall be:

GIGGLES AND GOOD GRADES, INC., and all references in these Articles of Incorporation to the name of the corporation shall be changed to **GIGGLES AND GOOD GRADES, INC.**

In all other respects the Articles of Incorporation remain the same as filed.

Dated this 26th day of March, A.D. 2002.

Karen M. Rapp
KAREN M. RAPP, Director

[Signature]
BARRY A. RAPP, Director

Karen M. Rapp
Approved By: Secretary

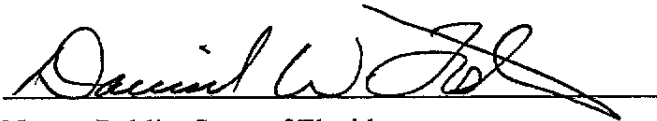
Articles of Amendment to Articles of Incorporation of
LET'S LEARN EDUCATIONAL RESOURCES, INC.

Page Two

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared KAREN M. RAPP and BARRY A. RAPP, to me known to be the persons who executed the foregoing Articles of Amendment to Articles of Incorporation of **LET'S LEARN EDUCATIONAL RESOURCES, INC.**, who after being by me first duly sworn deposes and says that they are the sole Directors and Shareholders of said corporation, and the foregoing Articles of Amendment, executed by them are true and correct and are the act and deed of said corporation.

WITNESS my hand and official seal at Sarasota, Sarasota County, Florida this 26th day of March, A. D. 2002.



Notary Public, State of Florida



David W. Foster
MY COMMISSION # CC956889 EXPIRES
November 7, 2004
BONDED THRU TROY FAIN INSURANCE, INC.