



# SWART BAUMRUK & COMPANY, LLP

CERTIFIED PUBLIC ACCOUNTANTS ♦ BUSINESS & FINANCIAL CONSULTANTS

HARRY J. SWART, CPA  
ANDY J. BAUMRUK, CPA

P98000090363

August 12, 1999

Bureau of Corporate Records  
Division of Corporations- AMENDMENTS  
P.O. Box 6327  
Tallahassee, Florida 32314

Enclosed are the Articles of Amendment for Montessori Heritage II, Inc. and a check for \$43.75 for filing fees and a certified copy of the amendment.

Please return the certified copies to:

Swart, Baumruk & Twohig, LLP  
717 East Oak Street  
Kissimmee, Florida 34744

300002960783--2  
-08/16/99--01096--006  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Thank you.

Sincerely,

Swart, Baumruk & Twohig, LLP

*Kathy Swart*  
Kathy Swart

FILED  
99 AUG 16 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Kathy Swart authorized  
to add date of adoption  
by shareholders.*

*Amend  
LFT 8-23-99*

HERITAGE SQUARE ♦ 717 EAST OAK STREET ♦ KISSIMMEE, FLORIDA 34744-4580  
(407) 847-7466 / (800) 361-1754 ♦ FAX: (407) 847-6641  
EMAIL: TEAM@SBC-CPA.COM ♦ VISIT US AT: WWW.SBC-CPA.COM

MEMBERS: AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS ♦ FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

FILED  
99 AUG 16 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Amendment  
of  
Montessori Heritage II, Inc.

A special meeting of the Board of Directors of Montessori Heritage II, Inc., 609 Mulberry Avenue, Celebration, FL 34747, was held on January 1, 1999, at 9:00 A.M., at the principal place of business.

The meeting was called for the specific purpose of authorizing additional shares of common stock and restricting the resale of stock.

Upon motion duly made and carried by unanimous vote, it was approved by the shareholders and directors on January 1, 1999.

RESOLVED, that authorized common stock shall be increased from 1,000 to 2,000 shares.

And;


RESOLVED, that no shareholder may sell their shares to a third party without first offering them to all other shareholders in proportion to their existing ownership.

These changes shall be effective January 1, 1999.

There being no further business before the board, the meeting was adjourned at 9:45 A.M.

Dated

1/1/99

  
Helen DeVere, President

STATE OF FLORIDA  
COUNTY OF OSCEOLA

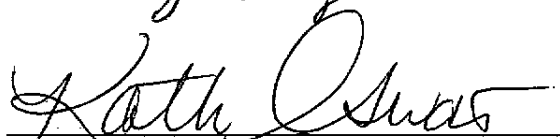
BEFORE ME, a Notary Public, personally appeared Helen DeVere, personally known to me, or produced identification and signed the Articles of Amendment for Montessori Heritage II, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 1<sup>st</sup> day of January, 1999.

SEAL:



Katherine Ann Swart  
MY COMMISSION # CC755145 EXPIRES  
October 14, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

  
Notary Public, State of Florida