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BASIC AMENDMENT

HASKELL EDUCATIONAL SERVICES, INC.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 9, 2001

HASKELL EDUCATIONAL SERVICES, INC.
111 RIVERSIDE AVE.
JACKSONVILLE BEACH, FL 32202

SUBJECT: HASKELL EDUCATIONAL SERVICES, INC.
REF: P99000031910

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HASKELL EDUCATIONAL SERVICES, INC.**


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Pursuant to Section 607.1003 of the Florida Business Corporation Act (the "Act"), the Articles of Incorporation of Haskell Educational Services, Inc., a Florida corporation (the "Corporation"), are hereby amended according to these Articles of Amendment:

1. The name of the Corporation is Haskell Educational Services, Inc.
2. The Articles of Incorporation of the Corporation were filed on April 7, 1999.
3. Article I of the Articles is amended in its entirety to read as follows:

The name of the corporation is
Haskell-Cambridge, Inc.
4. The foregoing Articles of Amendment (a) were adopted, approved and recommended to the shareholders by the Board of Directors of the Corporation on February 9, 2001, and (b) were adopted and approved by the affirmative vote of a majority of the shareholders of the Corporation having voting rights, and the number of votes cast in favor of the Articles of Amendment was sufficient for its approval.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this instrument this 9th day of February, 2001.


Hans G. Tanzler, III, Secretary

JAX1 #587700 v1

Prepared by James L. Main
Florida Bar No. 193367
Holland & Knight LLP
50 N. Laura St., Suite 3900
Jacksonville, FL 32202
904-353-2000

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