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CREATIVE WORLD SCHOOLS FRANCHISING COMPANY, INC.

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CREATIVE WORLD SCHOOLS FRANCHISING COMPANY, INC.

Pursuant to the provisions of Section 607.1003 and Section 607.1006 of the Florida Business Corporation Act, CREATIVE WORLD SCHOOLS FRANCHISING COMPANY, INC., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is CREATIVE WORLD SCHOOLS FRANCHISING COMPANY, INC. The Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on August 13, 1999.

ARTICLE II
Amendments

Article IV of the Articles of Incorporation of this Corporation is hereby deleted in its entirety, and substituting the following therefore to wit:

"IV.
Capital Stock

1. Authorized Stock. The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

| <u>Number of Shares Authorized</u> | <u>Par Value</u> | <u>Class of Stock</u> |
|--|------------------|-----------------------|
| 10,000 | \$.0075 | Voting Common |
| 990,000 | \$.0075 | Non-Voting Common |

2. Voting Rights. The Voting Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such Voting Common Stock shall be entitled to one vote for each share held. Shareholders holding Non-Voting Common Stock shall possess no voting rights other than as required by law.

3. Consideration for Issuance of Stock. The consideration for all of the above shares of stock shall be payable in cash.

4. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation, of the same or any

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF CREATIVE WORLD SCHOOLS FRANCHISING COMPANY, INC.
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other kind, class or series as that which she already holds, to purchase her pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

5. Implementation. Immediately upon the effectiveness of this Amendment to the Articles of Incorporation, the Corporation will expeditiously coordinate with its shareholders to arrange for the surrender of old shares and the issuance of new shares."

ARTICLE III
Date of Adoption

The amendments were adopted on the 25 day of April, 2008.

ARTICLE IV
Manner of Adoption

The amendment was duly approved by the joint written consent to action of the shareholders and the directors of the Corporation.

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Amendment to the Articles of Incorporation of the Corporation for the uses and purposes therein stated.

Dated this 25 day of April, 2008.

CREATIVE WORLD SCHOOLS
FRANCHISING COMPANY, INC.

By: Marianne Whitehouse
Marianne Whitehouse, President

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