

V24097

# King Capital Investments, Inc.

R. W. Beaver  
Richard Capezzali

7003 Mandarin Drive  
Boca Raton, FL 33433

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

400002843954--1  
-04/19/99-01107-015  
\*\*\*\*43.75 \*\*\*\*43.75

April 12, 1999

**Re: Filing Fees: Amendment to Articles of Incorporation - Change of name from American Southern Educational Corporation to King Capital Investments, Inc. - \$35.00 filing fee & \$8.75 for Certified Copy = \$43.75**

**Attention - Corporate Specialist- Amendments Section:**

Enclosed please find 3 copies of a properly executed "Amendment to Articles of Incorporation" for **American Southern Educational Corporation**, reflecting a name change to **King Capital Investments, Inc.** and a check in the amount of \$43.75 representing \$35.00 filing fees for this Amendment and \$8.75 for a Certified Copy..

Please send certified copy and all other correspondence regarding the abovesyled matters to the attention of

**Robert W. Beaver**  
7003 Mandarin Drive  
Boca Raton, FL 33433

Thank-you for your co-operation in this regard.

Sincerely,

*Richard Capezzali*  
Richard Capezzali, President  
King Capital Investments, Inc.

f/k/a/ American Southern Educational Corporation

FILED  
99 APR 19 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AC  
APR 19/99

## AMENDMENT TO ARTICLES OF INCORPORATION

Pursuant to the by-laws of American Southern Educational Corporation, a Special Meeting of the Shareholders was held on March 27, 1999, a copy of the minutes of said meeting is attached as Exhibit "A". At said meeting it was resolved as follows:

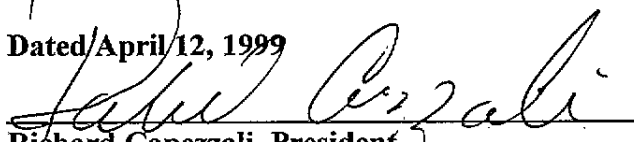
*Be it resolved that the voting shareholders of American Southern Educational Corporation empower the President of the Corporation, upon the closing of that certain "Sale of Assets" to the Kaplan Educational Centers, Inc., to take all appropriate actions necessary to comply with the terms of the agreement, including amending the Articles of the Corporation to relect a change of the name of the Corporation so as not to include the words "American", "Educational", or "Southern,".*

The Secretary reported that 100% of the shares of common stock entitled to vote had voted in favor of the foregoing resolution.

NOW THEREFORE THE NAME OF THE CORPORATION, BY ORDER OF ITS PRESIDENT, SHALL BE CHANGED FROM AMERICAN SOUTHERN EDUCATIONAL CORPORATION TO:

KING CAPITAL INVESTMENTS, INC.

Dated April 12, 1999



Richard Capezzali, President

KING CAPITAL INVESTMENTS, INC.

F/K/A AMERICAN SOUTHERN EDUCATIONAL CORPORATION

FILED  
APR 19 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(SEAL)

**EXHIBIT "A"**

**NOTICE TO SHAREHOLDERS OF SPECIAL MEETING**

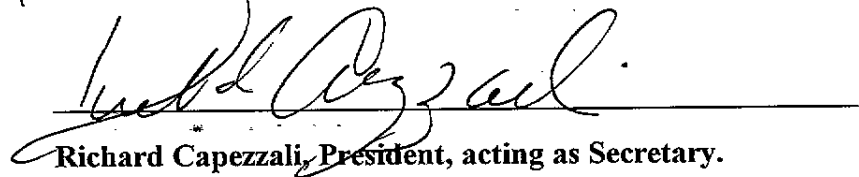
**To Be Held On March 27, 1999**

Notice is hereby given that a Special Meeting of Shareholders of American Southern Educational Corporation shall be held for the purpose of ratifying the following Resolution:

*Be it resolved that the voting shareholders of American Southern Educational Corporation empower the President of the Corporation, upon the closing of that certain "Sale of Assets" to the Kaplan Educational Centers, Inc., to take all appropriate actions necessary to comply with the terms of the agreement, including amending the Articles of the Corporation to reflect a change of the name of the Corporation so as not to include the words "American", "Educational", or "Southern,". The meeting will be held on the 27th day of March, 1999, at 9 a.m., at 1801 Clint Moore Road, City of Boca Raton and State of Florida.*

Dated the 10th day of March 1999.

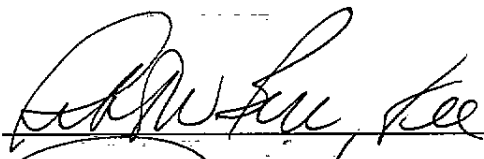
*By Order of the Board of Directors*

  
Richard Capezzali, President, acting as Secretary.

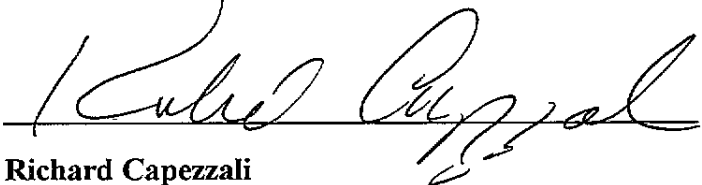


Notice hand delivered to 100% of voting stockholders this 10th day of March 1999.  
Said Notice acknowledged as received by Robert W. Beaver, Trustee for Atlantic Shores Scholarship Trust #3, holder of 75% of voting shares of common stock in

**American Southern Educational Corporation, and Richard Capezzali holder of 25%  
of voting shares of common stock in American Southern Educational Corporation.**

A handwritten signature in cursive script, appearing to read "Robert W. Beaver, Trustee", written over a horizontal line.

**Robert W. Beaver, Trustee, Atlantic Shores Scholarship Trust #3**

A handwritten signature in cursive script, appearing to read "Richard Capezzali", written over a horizontal line.

**Richard Capezzali**