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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

ADVANCED LEARNING CENTERS, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation prior to effecting any changes contemplated by these Articles of Amendment is Advanced Learning Centers, Inc. and its Document Number is P990000015264.

2. Article I of the Articles of Incorporation of the Corporation is amended as follows:

"The name of the corporation is "A+" ADVANCED LEARNING CENTERS, INC."

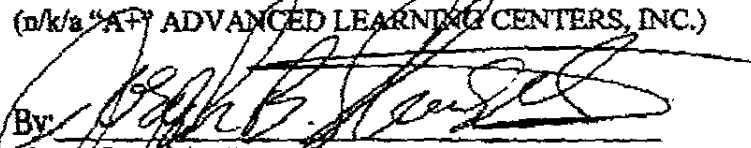
The foregoing Amendment to the Articles of Incorporation was adopted and approved by the Board of Directors and by the Shareholders of the corporation, in accordance with section 607.1003 of the Florida Statutes, effective as of January 2, 2007.

The foregoing amendment to the Corporation's Articles of Incorporation will become effective upon the filing of these Articles of Amendment to the Articles of Incorporation with the Florida Department of State.

3. All other provisions and Articles of the Articles of Incorporation of the Corporation, as amended through the date hereof, shall remain unaffected by these Articles of Amendment.

The undersigned officer of the corporation has executed this Amendment to the Articles of Incorporation as of this 2nd day of January, 2007.

ADVANCED LEARNING CENTERS, INC.
(n/k/a "A+" ADVANCED LEARNING CENTERS, INC.)

By: 

Name: Joseph B. Stenosis

Title: President