

ARTICLES OF AMENDMENT
OF THE
EDUCATIONAL LEARNING AND ENRICHMENT CENTER, INC.

FILED
In the Office of the
Secretary of State of Texas

APR 6 1989

ARTICLE ONE

Corporations Section

The name of the corporation is Educational Learning and Enrichment Center, Inc.

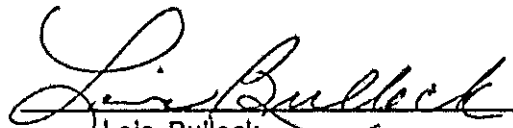
ARTICLE TWO

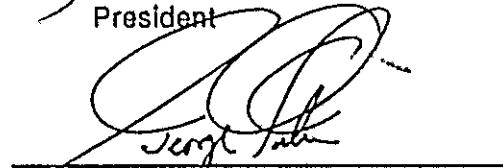
The following amendments to the Articles of Incorporation was adopted by the Board of Directors on February 4, 1989. No share have been issued.

Article XI is added, reading as followings:

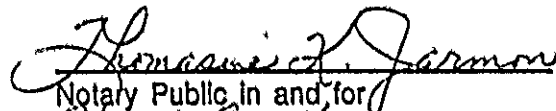
The following provisions are subject to the corporation remaining a close corporation, as defined by the Texas Business Corporation Act:

The corporation is a close corporation; no shares and no securities evidencing the right to acquire shares shall be issued by means of public offering, solicitation or advertisement, all such shares and securities shall be subject to restrictions on transfer as permitted by Articles 2.22 or 2.30-1 of such Act. All issued shares excluding treasury shares, and all issued securities evidencing the right to acquire shares of the corporation shall be held of record by no more than thirty-five (35) persons in the aggregate.


Lois Bullock
President


George Yorke
Secretary

Sworn to March 31, 1989


Notary Public in and for
Harris County, Texas.