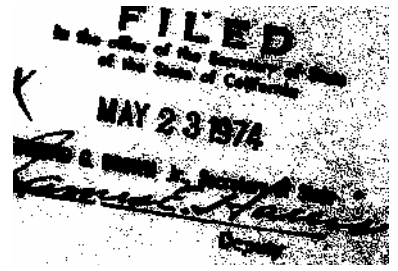


661695

1144174

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
APPLIED SCHOLASTICS INCORPORATED



The undersigned, Alix Beeney (Thomas) and Barbara Christiansen, hereby do certify that they are now,, and during all of the times mentioned herein have been, the president and secretary, respectively, of Applied Scholastics Incorporated, a California nonstock corporation, and farther, they do hereby certify as follows:

That at a director's special meeting of the Board of Directors held on the twenty second day of April, 1974, at ten o'clock p.m. at 2411 West 8th Street, in the City of Los Angeles, State of California, the said Board duly adopted the following resolution:

That Article FIFTH, Section (a) of the Articles of Incorporation of Applied Scholastics Inc. shall be and the same is hereby amended to read as follows:

The number of Directors of this corporation shall not exceed a traximum of five (5) nor shall be less; than a minimum of five (5).

That a meeting of said corporation, duly held at Los, Angeles>, California on April 22, 1974, at which a resolution was adopted, and the wording of the amended Articles as set forth in the members' resolution is the same as that set forth in the Directors' resolution in this certificate*,

That the number of members who voted affirmatively for the adoption of said resolution is five (5) and that the number of members constituting a quorum is three (3).

Each of the undersigned declares under penalty of perjury that the matter set forth in the foregoing certificate is true and

Alix Beenev (Thomas)

Alix Beenev (Thomas.)

Cam Smith Solari

Cam Smith. SoLari

Glenn A. Malkin

Glenn A. Malkin

Carol Hawkins

Carol Hawkins

Barbara Christiansen

Barbara Christiansen

correct* Executed at Loss Angeles, California on April 22, 1974.