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State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

PROGRESSIVE CHILDCARE SERVICES, INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of PROGRESSIVE CHILDCARE SERVICES, INCORPORATED duly signed and verified pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: August 13, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

Sheryl DeWitt

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ARTICLES OF AMENDMENT

OF THE

PROGRESSIVE CHILDCARE SERVICES, INCORPORATED

ARTICLE I

The name of the Corporation is PROGRESSIVE CHILDCARE SERVICES, INCORPORATED.

ARTICLE II

The within Articles of Amendment do not alter any provision of the original Articles of Incorporation, but rather supplement the same; as set forth in Article IV hereof.

ARTICLE III

Pursuant to a special meeting of the members of the Corporation, held on April 30, 1993, at which meeting all members (2) were present, such amendment was adopted by the unanimous written consent of these members entitled to vote with respect thereto.

ARTICLE IV

(a) Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

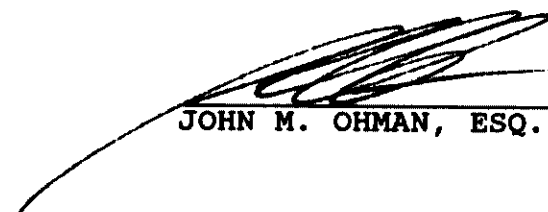
(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes hereinbefore set forth. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the internal revenue code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed

of shall be disposed by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determined, which are organized and operated exclusively for such purposes.

DATED April 30, 1993.


JANA JONES, President


JOHN M. OHMAN, ESQ., Secretary

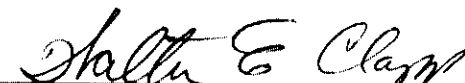
STATE OF IDAHO)
) ss.
County of Bonneville)

JANA JONES and JOHN M. OHMAN, having been first duly sworn, affirm that they are the president and secretary, respectively, of Progressive Childcare Services, Inc., and that they executed the foregoing instrument; that they have read the foregoing instrument and know its contents; and that the matters stated therein are true of their personal knowledge.


JANA JONES


JOHN M. OHMAN, ESQ.

STATE OF IDAHO
S. JONES, Notary Public
I. JONES, Notary Public
DOVE, Notary Public


NOTARY PUBLIC FOR IDAHO
Residing at Idaho Falls, Id
My Commission Expires: 3/7/97