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FILED *mj*

In the Office of the Secretary of State
of the State of California

SEP 20 2000

Bill Jones

BILL JONES, Secretary of State

0661695

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

IAN LYONS and JOANNE TAKANO certify that:

1. That they are the President and the Secretary, respectively, of APPLIED SCHOLASTICS INCORPORATED, a nonprofit California corporation.

2. The following Articles of the Articles of Incorporation of this corporation are amended to read as follows:

ONE: The name of this corporation shall be:

APPLIED SCHOLASTICS INTERNATIONAL

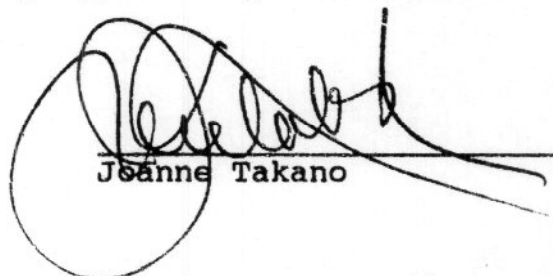
THREE: This corporation is a nonprofit public benefit corporation and is not organized for the private benefit of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The Corporation is organized to operate exclusively for charitable purposes by advancing education through effective educational services and materials using the educational technology researched and developed by L. Ron Hubbard; to make training available to individuals and organizations to assist them in their educational activities; to coordinate the efforts of individuals and organizations toward effective action in the field of education; and to ensure that information and materials which are useful in the improvement of the field of education are broadly disseminated and used.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.

4. The voting members of this corporation are known as Trustees. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Trustees.




Ian Lyons



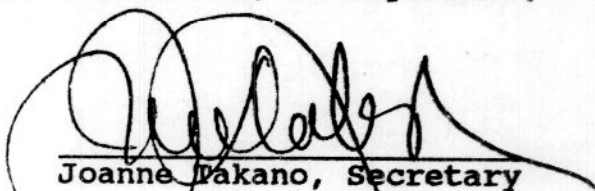
Joanne Takano

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed at Los Angeles, California, 18 September, 2000.



Ian Lyons, President



Joanne Takano, Secretary