ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BASIS SCHOOL, INC.
(an Arizona Nonprofit Organization)

1. The name of the corporation is Basis School, Inc.

2. Attached hereto as Exhibit A is the text of the amendment adopted.

3. The amendment was adopted the _22nd__ day of March, 2004.

4. The amendment was duly adopted by act of the Board of Directors.

Dated as of this 22nd_ day of March, 2004.

BASIS SCHOOL, INC, an Arizona nonprofit corporation

By:_____
Name: Michael K. Block
Title: Chairman and Secretary

By:_____
Name: Jeffrey S. Packer
Title: Board Member

BASIS SCHOOL, INC.

ACTION BY UNANIMOUS WRITTEN CONSENT

OF THE BOARD OF DIRECTORS

IN LIEU OF MEETING

March 22, 2004

Pursuant to Section 10-2548 of the Arizona Revised Statutes, the undersigned, constituting all of the directors of Basis School, Inc., an Arizona nonprofit corporation (the "Corporation), do hereby unanimously consent to the adoption of the following resolutions without the formality of convening a meeting of the Board of Directors, for and as the actions of this Corporation, effective as of the date set forth above:

WHEREAS, the Corporation has properly filed and published its Articles of Incorporation on March 24, 1998 (the "Articles"); and

WHEREAS, for the purposes of financial ease and consistency with other schools' calendar years, the Corporation desires to amend its Articles with the Articles of Amendment to Articles of Incorporation, attached hereto as Exhibit A (the "Amended Articles");

NOW, THEREFORE, IT IS RESOLVED as follows:

The Chairman, or the Vice Chairman, and the Secretary, of the Corporation (each of such officers being referred to hereinafter as an "Authorized Officer"), or any of them, acting alone, for and on its behalf, shall be and are hereby authorized, empowered and directed to execute and deliver the Amended Articles in substantially the respective form thereof made available to this Board of Directors, which is hereby approved, with such changes or amendments thereto as shall be approved by the Authorized Officer executing and delivering the same, such execution and delivery to constitute conclusive evidence of his/her, and this Board's, approval of any departures therein from the respective form thereof provided to the Board of Directors.

DATED this 22nd_day of March, 2004.

BASIS SCHOOL, INC.

Michael K. Block
Chairman

Olga V. Block
Vice Chairman

Jeffery S. Parker
Board Member

Terry Sarvas
Board Member

Lewis C. Solmon
Board Member

DATED this 22nd_day of March, 2004.

BASIS SCHOOL, INC.

_____
Michael K. Block
Chairman

_____
Olga V. Block
Vice Chairman

_____
Jeffery S. Parker
Board Member

_____
Terry Sarvas
Board Member

_____
Lewis C. Solmon
Board Member

DATED this 22nd_day of March, 2004.

BASIS SCHOOL, INC.

_____
Michael K. Block
Chairman

_____
Olga V. Block
Vice Chairman

_____
Jeffery S. Parker
Board Member

_____
Terry Sarvas
Board Member

Lewis C. Solmon
Board Member

EXHIBIT A

Article X is amended in its entirety to read as follows:

ARTICLE X

FISCAL YEAR

The fiscal year for this Corporation shall be June 30th, unless otherwise fixed by a resolution of the Board of Directors.