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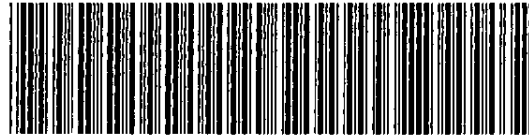
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TALLAHASSEE, FLORIDA

APPROVED
FILED

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Resubmitted
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TC

DAVID LANIGAN, P.A.

Attorney & Counselor at Law

10937 North 56th Street

Tampa, Florida 33617

Phone (813) 983-0655

Fax (813) 983-0665

E-mail: Dave@LaniganLaw.com

Website: <http://www.LaniganLaw.com>

David C. Lanigan, J.D., LL.M.

April 18, 2011

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION OF
MERIDIAN EDUCATION, INC.

Dear Sir or Madam:

Enclosed for filing or depositing are the following documents:

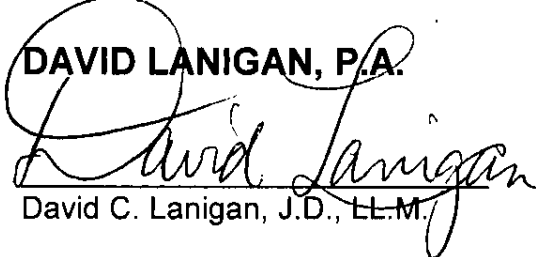
1. The original and one copy of the Articles of Amendment of Articles of Incorporation of Meridian Education, Inc.; and
2. Check number 3007 in the amount of \$35.00 to cover the cost of filing this document.

Please return the file stamped copy to me via regular mail. Thank you for your assistance.

Please do not hesitate to call me if you have any questions or comments.

Sincerely,

DAVID LANIGAN, P.A.



David C. Lanigan, J.D., LL.M.

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 22, 2011

DAVID LANIGAN, P.A.
10937 N 56 ST
TAMPA, FL 33617

SUBJECT: MERIDIAN EDUCATION, INC.
Ref. Number: P04000009833

We have received your document for MERIDIAN EDUCATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 311A00009880

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11 MAY -6 AM 9: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
MERIDIAN EDUCATION, INC.

Pursuant to Sections 607.1003 -- 607.1007 of the Florida Business Corporation Act (the "**Act**"), the undersigned Florida corporation, Meridian Education, Inc., a Florida business corporation (the "**Corporation**"), hereby adopts the following Amended and Restated Articles of Incorporation (this "**Amendment**") after adoption by the board of directors and formal written approval by the shareholders of each voting group entitled to vote separately on this Amendment.

ARTICLE I
CORPORATION'S NAME AND ADDRESS

The name of the Corporation is **Meridian Education, Inc.**

The street address of the initial principal office is **7020 Professional Parkway E; Sarasota, FL 34240.**

The mailing address of the Corporation is **7020 Professional Parkway E; Sarasota, FL 34240.**

ARTICLE II
TERM OF EXISTENCE

The corporate existence of the Corporation shall commence on the date filed as provided by Section 607.0203 (1), Florida Statutes, and the Corporation shall have perpetual existence thereafter.

ARTICLE III
NATURE OF BUSINESS

The Corporation is organized for the purpose of engaging in any and all lawful businesses.

ARTICLE IV
POWERS

The Corporation shall have all powers authorized by law, including but not limited to the powers to:

- (a) have perpetual succession by its corporate name;

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TALLAHASSEE, FLORIDA

(b) sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

(c) have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

(d) purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, *wherever situated*;

(e) sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;

(k) elect or appoint officers and agents for the Corporation and define their duties and fix their compensation;

(l) make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation;

(m) make donations for the public welfare or for charitable, scientific or educational purposes;

(n) transact any lawful business which the Board of Directors of the Corporation shall find will be in aid of governmental policy;

(o) pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

(p) be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise; and

(q) have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

CAPITAL STOCK

A. The Corporation is authorized to issue two (2) classes of shares of the numbers and with the characteristics:

1. 3,000,000 shares of common stock with voting rights and no par value, which shall be designated "Class 'A'";

2. 1,000,000 shares of common stock with voting rights and \$1.25 per share par value, which shall be designated "Class 'B'".

B. The preferences, limitations, voting power, and relative rights of stock of each of these two classes of stock shall be defined in the Corporation's bylaws. The board of directors shall determine the preferences, limitations, voting power, and relative rights of stock of each class not governed by the bylaws.

B. All or any portion of the "Class 'A'" Stock or the "Class 'B'" Stock may be issued in payment for cash, real or personal property, past services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the Common Stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash. The Board of Directors shall be the sole judge of the value of any property, right, or thing acquired in exchange for Common Stock and its judgment of such value will be conclusive.

C. Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without par value, and to provide the designations, preferences, voting powers or restrictions, or qualifications of voting powers of such additional stock by amendment to its Articles of Incorporation.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is **10937 North 56th St. Tampa, FL 33617-3000**, and the name of its initial registered agent at such address is **David C. Lanigan**.

ARTICLE VII
BOARD OF DIRECTORS

A. The Corporation shall have **four (4)** directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one but no more than **nine (9)** directors.

B. If a director is elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove such director.

ARTICLE VIII
INCORPORATOR

The name of the incorporator is **Wayne A. Slater**. The address of the incorporator is **6213 Tanager Place, Tampa, Florida 33617**.

ARTICLE IX
Bylaws

The power to adopt, alter, amend, or repeal bylaws may be exercised exclusively by the Corporation's Board of Directors as provided in Sections 607.1020, 607.1021, and 607.1022, Florida Statutes (2007), as amended, except where the Bylaws themselves prescribe the method or methods by which to adopt, alter, amend, or repeal the Bylaws, in which case the method or methods prescribed in the Bylaws shall govern.

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law, *unless* limited in the Corporation's bylaws, in which case the indemnification shall be to the extent provided in the bylaws.

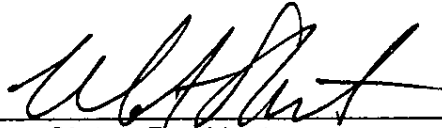
ARTICLE XI
PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have the first right to purchase shares (and any securities convertible into such shares) of the same class, kind, or series of the Corporation's capital stock that he owns and that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares of said class such shareholder holds at that time of issuance bears to the total number of shares in the same class then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her preemptive rights by affirmative written notice of waiver within thirty (30) days of receipt of notice of the Corporation's issuance of shares.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended, in the manner provided by Sections 607.1002 and 607.1003 of the Florida Statutes, by a super-majority of 60% of the shares of common stock then entitled to vote. As long as the Corporation has 35 or fewer shareholders, the shareholders may amend the articles of incorporation, without an act of the directors, at a meeting for which notice of the changes to be made is given or without meeting pursuant to Section 607.0704 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned officer, directors, and shareholders have executed this Amendment this March 21, 2008.



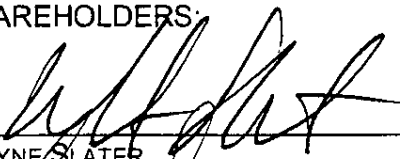
Wayne Slater, President

DIRECTORS:



WAYNE SLATER




GAYL SIMON

SHAREHOLDERS:



WAYNE SLATER




GAYL SIMON



PATRICK McDERMOTT



PATRICK McDERMOTT



CHRIS SLATER

ACCEPTANCE BY REGISTERED AGENT

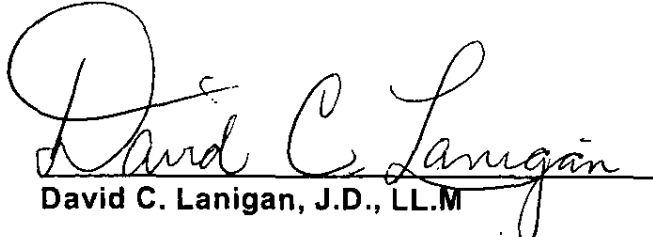
The name of the corporation is **Meridian Education, Inc.**

The street address of the initial registered office of the Corporation is **10937 North 56th St., Tampa, FL 33617-3000**, and the name of its initial registered agent at such address is **David C. Lanigan**.

Having been named Registered Agent and designated to accept service of process for the above Corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.

Dated:

April 18, 2011


David C. Lanigan, J.D., LL.M