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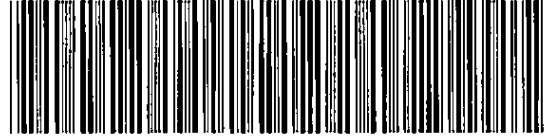
(Business Entity Name)

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*Amended & Restated
Articles*

2022 SEP - 1 AM 8:32

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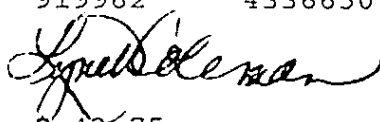
A. RAMSEY
SEP - 7 2022

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 919962 4336650

AUTHORIZATION :



COST LIMIT : \$ 43.75

ORDER DATE : September 1, 2022

ORDER TIME : 1:19 PM

ORDER NO. : 919962-005

CUSTOMER NO: 4336650

DOMESTIC AMENDMENT FILING

NAME: AMERICAN LEARNING SYSTEMS,
INC.

EFFECTIVE DATE:

____ ARTICLES OF AMENDMENT
XX____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX____ CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker -- EXT#

EXAMINER'S INITIALS: _____



2022 SEP -6 PM 3: 58

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DATE: SEP 07 2022

September 2, 2022

CORPORATION SERVICE COMPANY

TALLAHASSEE, FL 32301

SUBJECT: AMERICAN LEARNING SYSTEMS, INC.
Ref. Number: 342248

RESUBMIT

Please give original
submission date as file date.

We have received your document for AMERICAN LEARNING SYSTEMS, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

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) 245-6823.

Annette Ramsey
OPS

Letter Number: 922A00019684

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMERICAN LEARNING SYSTEMS, INC.**

FILED

2022 SEP -1 AM 8: 32

(Original Articles of Incorporation
filed with the Secretary of State of
the State of Florida on May 6, 2010)

Pursuant to Section 607.1005 of the Florida Business Corporation Act (the "Act"), the Articles of Incorporation of the undersigned corporation are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of this corporation is American Learning Systems, Inc. The street address of its initial principal office and its mailing address is 1200 West Broward Blvd., Plantation, FL 33325.

**ARTICLE II
NATURE OF BUSINESS**

The Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein before enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III
TERM OF EXISTENCE**

The Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which this Certificate of Incorporation is filed with the Secretary of State of the State of Florida.

ARTICLE IV
CAPITAL STOCK

A. The Corporation is authorized to issue two (2) classes of shares of common stock to be designated "Class A Voting Common Stock" and "Class B Non-Voting Common Stock". The Corporation is authorized to issue fractional shares. The total number of shares of Class A Voting Common Stock that the Corporation is authorized to issue is One hundred (100) Shares. The total number of shares of Class B Non-Voting Common Stock that the Corporation is authorized to issue is Nine thousand nine hundred (9,900) shares. Both classes of shares shall have a par value of \$0.01 per share, with such other terms as the Directors may specify from time to time.

B. Except as set forth in this Article V, the Class A Voting Common Stock and the Class B Non-Voting Common Stock shall be identical in all respects and shall have equal rights and privileges, except that Class A Voting Common Stock shall have the right to vote.

1. Dividends.

(A) Subject to paragraph (B) of this paragraph (1), whenever a dividend is paid to holders of either Class A Voting Common Stock, the Corporation shall also pay to the holders of Class B Non-Voting Common Stock a dividend equal in amount per share.

(B) If at any time a dividend is to be paid in shares of Class A Voting Common Stock or in shares of Class B Non-Voting Common Stock (a "Stock Dividend"), such Stock Dividend may be declared and paid only as follows:

(i) shares of Class A Voting Common Stock may be paid to holders of shares of Class A Voting Common Stock; and

(ii) shares of Class B Non-Voting Common Stock may be paid to holders of shares of Class B Voting Common Stock;

Whenever a Stock Dividend is paid, the same number of shares of the respective class shall be paid in respect of each outstanding share of Class A Voting Common Stock and Class B Non-Voting Common Stock. The Corporation shall not combine or subdivide shares of either of such classes without at the same time making a proportionate combination or subdivision of shares of the other of such classes (if any).

2. Voting. The holders of shares of Class A Voting Common Stock shall have exclusive voting power. The holders of shares of Class B Non-Voting Common Stock shall have no right to vote for the election of directors or on any other matter subject to a vote of the shareholders of the Corporation except as required under Florida law.

ARTICLE V
REGISTERED AGENT

The street address of the registered agent of the Corporation and the name of the registered agent of this Corporation at that address is Suzanne Bogdan, 450 E. Las Olas Blvd., Suite 800, Ft. Lauderdale, FL 33301

ARTICLE VI
BOARD OF DIRECTORS

The Corporation shall have three (3) directors. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than three (3).

ARTICLE VII
DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII
VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote or consent of a majority of the votes entitled to be cast thereon at a meeting of shareholders of the Corporation at which a majority of the votes entitled to be cast are represented in person or by proxy shall be an act of the shareholders that is required for the authorization of any action of the shareholders of this Corporation.

ARTICLE IX
CLASSES OF SHAREHOLDERS

The Corporation shall have two (2) classes of shareholders in accordance with Article IV.

ARTICLE X
AMENDMENTS TO CERTIFICATE OF INCORPORATION AND BYLAWS

The Corporation reserves the right to amend or repeal any provisions contained in this Certificate of Incorporation or any amendments hereto in accordance with Article VIII and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors of the Corporation, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XI
POWERS

The Corporation shall have all of the corporate powers enumerated in Chapter 607 of the Florida Business Corporation Act, as amended from time to time.

ARTICLE XII
DIVIDENDS

Dividends payable in shares of any class may be paid only to the holders of shares of such class.

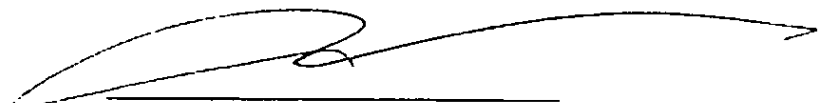
ARTICLE XIII
INDEMNIFICATION

The Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

Effective date: September 1, 2022.

This Amendment was adopted by the shareholders on September 1, 2022. The number of votes cast for the amendment by the shareholders were sufficient for approval.

I, the undersigned, for purpose of Amending and Restating the Articles of Incorporation under the laws of the State of Florida, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 1st day of September, 2022.



Douglas R. Laurie, President

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for American Learning Systems, Inc., at the place designated in these Amended and Restated Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.

Suzanne Bogdan
Suzanne Bogdan, Registered Agent