

F06000002/31

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2009 MAR 26 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
82

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Global Campus Management-USA, Inc. ■

DOCUMENT NUMBER: F06000002131 ■

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dr. Thomas J. Kerr
(Name of Contact Person)

Global Campus Management
(Firm/ Company)

1355 Willet Court
(Address)

Punta Gorda, Florida 33950
(City/ State and Zip Code)

For further information concerning this matter, please call:

Dr. Thomas J. Kerr at (941) 575-0701
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|---|---|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 13, 2009

DR. THOMAS J. KERR
GLOBAL CAMPUS MANAGEMENT
1355 WILLET COURT
PUNTA GORDA, FL 33950

SUBJECT: GLOBAL CAMPUS MANAGEMENT-USA INC.
Ref. Number: F06000002131

We have received your document for GLOBAL CAMPUS MANAGEMENT-USA INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

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) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

Letter Number: 309A00008740

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 MAR 26 AM 8:00

RECEIVED

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F06000002131
(Document number of corporation (if known))

1. GLOBAL CAMPUS MANAGEMENT - USA
(Name of corporation as it appears on the records of the Department of State)

2. DELAWARE
(Incorporated under laws of)

3. APRIL 3, 2006
(Date authorized to do business in Florida)

FILED
2009 MAR 26 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? MARCH 9 2009

5. GCM SINOED GROUP, INC.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Thomas J. Kerr
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Thomas J. KERR
(Typed or printed name of person signing)

President / CEO
(Title of person signing)

03/09/09 MON 14:23 FAX 646 348 4780

DELAWARE BUSINESS INCORP --- STATE

002

2007-12-12 12:49 PM 60/60/60

03/09/09 MON 12:34 FAX 646 348 4780

DELAWARE BUSINESS INCORP

002

STATE OF DELAWARE CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of
Global Campus Management-USA Inc.

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "**FIRST**" so that, as amended, said Article shall be and read as follows:

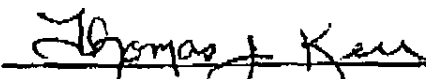
First: The name of the corporation is: GCM SinoEd Group, Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed on this date of **March 9th, 2009**.

By Authorized Officer:


Thomas J. Kerr, President