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B. KOHR

OCT 13 2010

EXAMINER



CORPORATION SERVICE COMPANY

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ACCOUNT NO. : I20000000195
REFERENCE : 540065 7386088
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ ~~95.00~~

ORDER DATE : October 13, 2010
ORDER TIME : 11:24 AM
ORDER NO. : 540065-020
CUSTOMER NO: 7386088

DOMESTIC AMENDMENT FILING

NAME: REDILEARNING, LLC

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Matthew Young -- EXT# 2962

EXAMINER'S INITIALS: _____

CERTIFICATE OF CONVERSION

OF

**REDILEARNING, LLC,
a Florida limited liability company**

converting to

**REDILEARNING CORP.,
a Delaware corporation**

**Pursuant to Section 608.4403 of the
Florida Limited Liability Company Act and
Section 265 of the Delaware General Corporation Law**

Dated as of October 13, 2010

In connection with the conversion of RediLearning, LLC, a Florida limited liability company (the “LLC”), into RediLearning Corp., a Delaware corporation (the “Corporation”), the undersigned hereby certifies as follows:

1. The jurisdiction where the LLC was first formed, and its jurisdiction of organization immediately prior to the filing of this Certificate of Conversion, is the State of Florida.
2. The date on which the LLC was first formed is October 4, 2007.
3. The name of the LLC immediately prior to the filing of this Certificate of Conversion is RediLearning, LLC.
4. The name of the Corporation as set forth in its Certificate of Incorporation is RediLearning Corp.
5. The LLC is being converted into the Corporation in compliance with Chapter 608, Florida Statutes, and the conversion complies with the Delaware General Corporation Law.
6. A plan of conversion was approved by the converting LLC in accordance with the Chapter 608, Florida Statutes.
7. The effective date of the conversion shall be October 13, 2010, the date on which this Certificate of Conversion will be filed with the States of Florida and Delaware.
8. The address of the principal office of the Corporation is 518 NE 2nd Avenue, Delray Beach, FL 33444.

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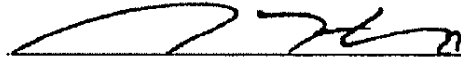
9. The Corporation appoints the Secretary of State of the State of Florida as its agent for service of process to enforce obligation of the converting LLC, including any appraisal rights of its members under ss. 608.4351-608.43595, Florida Statutes.

10. The Corporation has agreed to pay to any members of the LLC having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, Florida Statutes.

[Signature Page Follows]

IN WITNESS WHEREOF, the RediLearning, LLC has caused this Certificate of Conversion to be executed as of the date first set forth above.

REDILEARNING, LLC

A handwritten signature in black ink, appearing to read "Michael Hemlepp", is written over a horizontal line.

By:

Name: Michael Hemlepp

Title: President