

8/24/2016 12:27:02 PM From: T... 8506 76383 (1/3)

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Florida Department of State  
Division of Corporations  
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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
ANDRES MORENO LLC**

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TALLAHASSEE, FLORIDA

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AUG 25 2016

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Andres Moreno LLC

Name of Limited Liability Company

Dear Sir or Madam:

The enclosed Articles of Interest Exchange and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Javier Aguilera / Greg Palmer

Name of Person

Open English LLC

Firm/Company

2901 Florida Ave STE 840

Address

Coconut Grove, FL 33133

City/State and Zip Code

greg.palmer@openenglish.com; javier.aguilera@openenglish.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Greg Palmer

Name of Person

at ( 305 ) 443-3979

Area Code

Daytime Telephone Number

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

CR2E134 (12/13)

**ARTICLES OF INTEREST EXCHANGE**

Pursuant to section 605.1035, Florida Statutes, I hereby submit the following Articles of Interest Exchange:

**FIRST:** The name of the acquired limited liability company is: Andres Moreno LLC

**SECOND:** The name of the acquiring entity is: Open Education Holdings Inc.

The jurisdiction of formation of the acquiring entity is: Delaware

The acquiring entity is a: Corporation  
(entity type: corp, llc, lp etc.)

**THIRD:** The plan of interest exchange was approved by the acquired limited liability entity in accordance with the provisions of ss. 605.1031-605.1036 and by each member of such limited liability company who, as a result of the interest exchange, will have interest holder liability under s. 605.1033(1)(b) and whose approval is required.

**FOURTH:** The amendments, if any, to the acquired limited liability company's public organic record approved as part of the plan of interest exchange are attached.

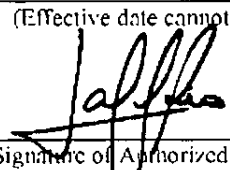
**FIFTH:** The plan of interest exchange was approved by each acquiring entity that is a party to the interest exchange in accordance with the organic laws in its jurisdiction of formation, or, if such approval was not required, a statement to that effect.

**SIXTH:** The acquiring entity has agreed to pay to any members of the acquired entity with appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072.

**SEVENTH:** The effective date of the interest exchange, if the effective date of the interest exchange is not the same as the date of filing of the articles of interest exchange, subject to the limitations in s. 605.0207 is

August 12, 2016

(Effective date cannot be prior to the date of filing or more than 90 days after the date of filing)

  
\_\_\_\_\_  
Signature of Authorized person

Javier Aguilera

\_\_\_\_\_  
Typed or printed name of signature

Filing Fee: \$25.00  
Certified copy: \$30.00 (optional)