

L85710

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 16, 2007

OXFORD EDUCATIONAL SERVICES, INC.
140 BROADWAY, 36TH FLOOR
NEW YORK, NY 10005

SUBJECT: OXFORD EDUCATIONAL SERVICES, INC..
Ref. Number: L85110

We have received your document for OXFORD EDUCATIONAL SERVICES, 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):

Please complete block 7 of the certificate of conversion to include the date the conversion was effective under the laws governing the "Other Business Entity".

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 807A00066241

Certificate of Conversion
For
Florida Profit Corporation
Into
"Other Business Entity"

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

OXFORD EDUCATIONAL SERVICES, INC.
(Enter Name of Florida Profit Corporation)

2. The name of the "Other Business Entity" is:

ASPEN GLOBAL CORP.
(Enter Name of "Other Business Entity")

3. The "Other Business Entity" is a CORPORATION
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of DELAWARE
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity" on: NOVEMBER 8th, 2007

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8. This conversion shall be effective in Florida on: _____.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:

140 BROADWAY, 36th FLOOR, NEW YORK, NY 10005

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 140 BROADWAY, 36th FLOOR, NEW YORK, NY 10005

Mailing Address: 140 BROADWAY, 36th FLOOR, NEW YORK, NY 10005

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 8th day of November 2007.

Signature: _____

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: MARK RENTSCHLER Title: PRESIDENT & SECRETARY

Fees: Filing Fee: \$35.00
Certified Copy: \$8.75 (Optional)
Certificate of Status: \$8.75 (Optional)