

Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN**ENGLISH360, INC.**

Certificate of Status	1
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ENGLISH360, INC.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

2008 JUL 23 PM 1:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF ENGLISH360. INC.

On this 21st day of July, 2008, the Shareholders and Directors of English360, Inc., a Florida for-profit corporation (referred to as the "Corporation") adopt and ratify these Articles of Amendment to the Articles of Incorporation.

RECITALS

(A). The name of the Corporation, as identified in the records of the Florida Department of State, is English360, Inc. and it has Document Number P04000104692.

(B). On July 6, 2004, the Corporation signed Articles of Incorporation and filed the Articles with the Florida Department of State.

(C). Pursuant to the provisions of Section 607.1005 and 607.1007 of the Florida Business Corporation Act, English360, Inc., a Florida for-profit corporation, certifies that the Articles of Amendment to the Articles of Incorporation are being filed prior to the issuance of shares. The Shareholders and Members of the Board of Directors approved the Amendment by unanimous Joint Written Consent effective as of the date of this Amendment.

Therefore, it is Resolved that the Articles of Incorporation of English360, Inc. are amended as follows:

Article V is hereby revoked and deleted from the Articles of Incorporation of English360, Inc., and replaced with the following:

ARTICLE V

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is six thousand (6,000) shares of common stock having a par value of one dollar (\$1.00) per share, of which one hundred (100) shares are designated Class A Voting

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ENGLISH360, INC.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

Common Stock and five thousand nine hundred (5,900) shares are designated Class B Non-Voting Common Stock.

Except with respect to the differences in voting rights between the shares of Class A Voting Common Stock and Class B Non-Voting Common Stock, 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, preferences, limitations and privileges.

The shares of Class A Voting Common Stock shall be the only voting shares of the Corporation, and the holders of such shares shall be entitled to one vote per share. Shares of Class B Non-Voting Common Stock shall be non-voting and shall have no voting power. There shall be cumulative voting in the election of Directors.

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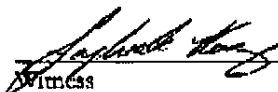
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ENGLISH360, INC.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

On this 21st day of July, 2008, Cleve D. Miller, as President and Shareholder, executed these Articles of Amendment to the Articles of Incorporation of English360, Inc.

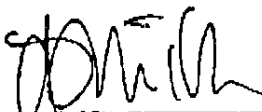
Signed in the presence of the following two witnesses:


Witness

SOPHIE KONG
Printed Name


Witness

Ben Keith
Printed Name


English360, Inc., by Cleve D. Miller,
as President and Shareholder

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