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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*  
C.COULLIETTE

NOV 05 2008

EXAMINER

**O. ROBERT MEREDITH**  
**Attorney at Law**

October 31, 2008

Department of State  
Division of Corporations  
Corporate Filing  
PO Box 6327  
Tallahassee, FL 32314

RE: Amended Articles of Earn As You Learn, Inc.

Greetings,

Enclosed are the amended Articles of Incorporation of Earn As You Learn, Inc. and a check in the amount of \$35.00 for filing fees.

Please file same.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'O. Robert Meredith', with a stylized flourish at the end.

O. Robert Meredith  
Attorney at Law

**Amended Articles of Incorporation  
For  
EARN AS YOU LEARN, INC.**

The following Amended Articles of Incorporation were duly adopted by the shareholders of the corporation.

**Article I**

The name of the corporation is:  
EARN AS YOU LEARN, INC.

**Article II**

The principal place of business address:

66 Cross Creed Rd.  
Apt. A  
Miramar Beach, FL. 32550

The mailing address of the corporation is:

1552 E 1300 S  
Salt Lake City, UT. 84105

**Article III**

The purpose for which this corporation is organized is:

Any and all lawful business.

**Article IV**

The number of shares the corporation is authorized to issue is:

200,000,000

**Article V**

The name and Florida Street address of the registered agent is:

Roger D. Davis  
66 Cross Creed Rd.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Miramar Beach, FL. 32550


I certify that I am familiar with and accept the responsibilities of registered agent.

**Article VI**

The effective date for the amendment is:

October, 15, 2008

Earn As You Learn, Inc.

A handwritten signature in black ink, appearing to read 'RD Davis', is written over a horizontal line.

Roger D. Davis  
President and Director