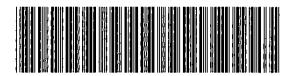
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Amend C.COULLIETTE NOV 0 5 2008

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,

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

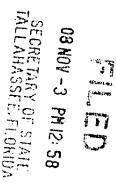
The number of shares the corporation is authorized to issue is:

200,000,000

Article V

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

Roger D. Davis 66 Cross Creed Rd.



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.

Roger D. Davis

President and Director