

10/15/2010 12:21

Del Monte

(FAX)

P-003/009

Division of Corporations

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P09000059860

Florida Department of State
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To:

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From:

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Account Number : I20000000225
Phone : (305) 520-8056
Fax Number : (305) 448-6647

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EDUCACION ONLINE, INC.**

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10 OCT 14 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



LEGAL DEPARTMENT
DEL MONTE FRESH PRODUCE COMPANY
241 SEVILLA AVENUE
CORAL GABLES, FL 33134
TELEPHONE: (305) 520-8056
FAX: (305) 448-8647
DCAMPOS@FRESHDELMONTE.COM
DELFINA R. CAMPOS
SENIOR PARALEGAL

Facsimile transmittal sheet

To: FROM: DELFINA R. CAMPOS

ATTN: IRENE ALBRITTON, REGULATORY SPECIALIST II
FLORIDA DIVISION OF CORPORATIONS

TELEPHONE: 850-245-6964

DATE: OCTOBER 15, 2010

FAX NUMBER: 1(850)617-6380

TOTAL NUMBER OF PAGES INCLUDING COVER: 98

RE: EDUCACION ONLINE, INC.
DOCUMENT # P09000059860
FAX AUD. # H10000226163

Amended and Restated Articles of Incorporation of Educacion Online, Inc.

X URGENT

NOTES/COMMENTS:

Dear Ms.. Albritton,

Following our conversation of this morning, attached please find a legible copy of the documents submitted for filing on October 14th. Attached also is a copy of a letter dated October 15h from you identified as Letter Number 510A00024422. If the documents received are legible and acceptable for filing, we respectfully request that the Amended and Restated Articles of Incorporation of Educacion Online, Inc. be accepted for filing as of October 14th, 2010.

You may contact me at the office, telephone number (305) 520-8056 or by electronic mail at dcampos@freshdelmonte.com. Thank you for your assistance in this matter.


Delfina R. Campos

10/15/2010 12:21
850-817-6381

Delmonte

(FAX)

P.002/009

10/15/2010 9:52:19 AM PAGE 1/001 fax server



October 15, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EDUCACION ONLINE, INC.
2307 SW 37TH AVENUE
SUITE 400
MIAMI, FL 33145US

SUBJECT: EDUCACION ONLINE, INC.
REF: P09000059860

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H10000226163
Letter Number: 510A00024422

RECEIVED
10 OCT 15 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EDUCACION ONLINE, INC.

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OCT 14 PM 3:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Educación Online, Inc., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Florida Corporation Law") hereby presents its Amended and Restated Articles of Incorporation.

FIRST: NAME

The name of the corporation is Educación Online, Inc. (the "Corporation"). The Corporation was originally organized on or about July 14, 2009 in Florida.

SECOND: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is Educación Online, Inc., 2307 SW 37th Avenue, Suite 400, Miami, FL 33145.

THIRD: NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business or purposes to be transacted by the Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

FOURTH: REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 2307 SW 37th Avenue, Suite 400, Miami, FL 33145. The name of the Corporation's registered agent at that office is Christopher Harrison.

FIFTH: INDEMNIFICATION

Without limiting any other provision as to indemnification of or in these Amended and Restated Articles of Incorporation, the Corporation shall indemnify and hold harmless any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

SIXTH: CAPITAL STOCK

A. **AUTHORIZED SHARES.** The total number of shares of all common stock that the Corporation shall have authority to issue is 1,000,000, of which 500,000 shares of the par value of \$0.01 per share shall be designated as Common Stock and 500,000 shares of the par value of \$0.01 per share shall be designated as Nonvoting Common Stock.

B. **COMMON STOCK AND NONVOTING COMMON STOCK.** Except as set forth in this Article Sixth, the Common Stock and the Nonvoting Common Stock (together,

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the "Common Shares") shall have the same rights and privileges and shall rank equally, share ratably and be identical in all respects as to all matters.

(i) Voting. Except as may be provided in this Amended and Restated Certificate of Incorporation or required by law, the Common Stock shall have voting rights in the election of directors and on all other matters presented to stockholders, with each holder of Common Stock being entitled to one vote for each share of Common Stock held of record by such holder on such matters. The Nonvoting Common Stock shall have no voting rights other than such rights as may be required by law; provided that an amendment of these Amended and Restated Articles of Incorporation to increase or decrease the number of authorized shares of Nonvoting Common Stock (but not below the number of shares thereof then outstanding) may be adopted by resolution adopted by the board of directors of the Corporation and approved by the affirmative vote of the holders of a majority of the voting power of all outstanding shares of Common Stock of the Corporation and all other outstanding shares of stock of the Corporation entitled to vote thereon with such outstanding shares of Common Stock and other stock considered for this purpose as a single class, and no vote of the holders of any shares of Nonvoting Common Stock, voting separately as a class, shall be required therefor.

(ii) Dividends. Holders of Common Stock and holders of Nonvoting Common Stock shall be entitled to receive such dividends and distributions (whether payable in cash or otherwise) as may be declared on the Common Shares by the board of directors of the Corporation from time to time out of assets or funds of the Corporation legally available; provided that the board of directors of the Corporation shall declare no dividend, and no dividend shall be paid, with respect to any outstanding share of Common Stock or Nonvoting Common Stock, whether in cash or otherwise (including any dividend in shares of Common Stock on or with respect to shares of Common Stock or any dividend in shares of Nonvoting Common Stock on or with respect to shares of Nonvoting Common Stock (collectively, "Stock Dividends")), unless, simultaneously, the same dividend is declared or paid with respect to each share of Common Stock and Nonvoting Common Stock.

SEVENTH: BYLAWS

Subject to any additional vote required by the Articles of Incorporation or Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

EIGHTH: NUMBER OF DIRECTOR - BYLAWS

Subject to any additional vote required by the Articles of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

NINTH: WRITTEN BALLOT - BYLAWS

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

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TENTH: MEETINGS AND BOOKS, IN OR OUT OF STATE, ETC. - BYLAWS/BOARD

Meetings of stockholders may be held within or without the State of Florida, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ELEVENTH: LIMITATION ON LIABILITY FOR FIDUCIARY DUTY, ETC.

To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Florida Corporation Law or any other law of the State of Florida is amended after approval by the stockholders of this Article Eleventh to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Corporation Law as so amended. Any repeal or modification of the foregoing provisions of this Article Eleventh by the stockholders of the Corporation shall not adversely affect any right or protection of a director existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

TWELFTH: FURTHER INDEMNIFICATION PROVISIONS

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the following indemnification provisions shall apply to the persons enumerated.

A. Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnified Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Article Twelfth, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board of Directors.

B. Prepayment of Expenses of Directors and Officers. The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be

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made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article Twelfth or otherwise.

C. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Article Twelfth is not paid in full within 30 days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

D. Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorney's fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or officer employees or agents shall be made in such manner as is determined by the Board of Directors in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the Board of Directors.

E. Advancement of Expenses of Employees and Agents. The Corporation may pay the expenses (including attorney's fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the Board of Directors.

F. Non-Exclusivity of Rights. The rights conferred on any person by this Article Twelfth shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the certificate of incorporation, these by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

G. Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other enterprise.

H. Insurance. The Board of Directors may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the

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indemnification of directors, officers and employees under the provisions of this Article Twelfth; and (b) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article Twelfth.

I. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article Twelfth shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors and administrators.

* * *

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation by a duly authorized officer of the Corporation, on and as of October 14, 2010.

EDUCACION ONLINE INC

By: 

Name of officer: Christopher Harrison, President and CEO

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION¹
OF
EDUCACION ONLINE, INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act (the "Florida Corporation Law"), EDUCACION ONLINE, INC., a corporation organized and existing under the provisions of the Florida Corporation Law (the "Corporation"), does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is as just stated above.
2. The text of the Amended and Restated Articles of Incorporation of the Corporation is annexed hereto and made a part hereof.

* * * * *

CERTIFICATE

It is hereby certified that:

1. The annexed Amended and Restated Articles of Incorporation required shareholder approval. Accordingly, the sole holder of the common stock of the Corporation (the only class of stock outstanding) adopted the annexed Amended and Restated Articles of Incorporation by written consent (100%), as of the effective time and date of the Amended and Restated Articles.
2. The effective time and date of these Amended and Restated Articles of Incorporation are and shall be at 9:30 a. m. on the date hereof.
3. These Amended and Restated Articles of Incorporation, which restate and integrate and further amend the provisions of the Corporation's Articles of Incorporation, have been duly adopted in accordance with the Florida Corporation Law.
4. The text of the Amended and Restated Articles of Incorporation of the Corporation is set forth in its entirety immediately following the corporate signature next below.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation by a duly authorized officer of the Corporation, on and as of October 14, 2010.

EDUCACION ONLINE, INC.

By: 

Name of officer: Christopher Harrison, President and CEO