

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : THE BAILEY LAW GROUP
Account Number : I20120000014
Phone : (305)987-4920
Fax Number : (866)624-8893

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
EDUCACION ONLINE, INC.

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FLORIDA DEPT OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: EDUCACION ONLINE INC.

DOCUMENT NUMBER: P09000059860

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jeffrey Bailey

Name of Contact Person

The Bailey Law Group PLLC

Firm/ Company

PO BOX 140848

Address

Coral Gables FL 33114

City/ State and Zip Code

jbailey@jbaileylaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jeffrey Bailey

at (305) 987-4920

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

H12000062813.3

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
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 January 1, 2011.

EDUCACION ONLINE, INC.

By: 

Name of officer: Christopher Harrison, President and CEO

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

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 with a par value of \$0.01 per share (the "Common Stock").

B. **COMMON STOCK.** The Common Stock shall have the same rights and privileges and shall rank equally, share ratably and be identical in all respects as to all matters.

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(i) Voting: 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.

(ii) Dividends. Holders of 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, whether in cash or otherwise (including any dividend in shares of Common Stock on or with respect to shares of Common Stock ("Stock Dividends")), unless, simultaneously, the same dividend is declared or paid with respect to each share of 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.

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

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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 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

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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 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 January 1, 2011.

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EDUCATION ONLINE, INC.

By: 

Name of officer: Christopher Harrison, President and CEO

Articles of Amendment
to
Articles of Incorporation
of

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EDUCACION ONLINE, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P09000059860

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

N/A

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent N/A

(Florida street address)

New Registered Office Address: N/A

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

N/A
Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe
☒ Remove V Mike Jones
☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			

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E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Please see attached Amended and Restated Articles of Incorporation as adopted by the Corporation.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares,
provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

This amendment provides for the exchange and reclassification of shares. The shares to be exchanged have not yet been issued.

and shall be issued by the Corporation upon acceptance of the amendment by the Division of Corporations.

The date of each amendment(s) adoption: January 1, 2011

Effective date if applicable: N/A

(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

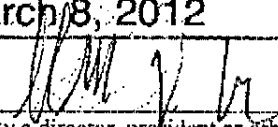
by _____"
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated March 8, 2012

Signature


(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Christopher Harrison

(Typed or printed name of person signing)

President

(Title of person signing)