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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WCHMEDIA GROUP, INC.

DOCUMENT NUMBER: P10000096991

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

Please return all correspondence concerning this matter to the following:

John S. Peters

Name of Contact Person

WCHMEDIA GROUP, INC.

Firm/ Company

631 US Highway 1, Suite 307

Address

North Palm Beach, FL 33408

City/ State and Zip Code

jpeters@bestpub.com

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

For further information concerning this matter, please call:

John S. Peters

Name of Contact Person

at (561) 776-6066

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

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
Articles of Incorporation
Of
WCHMEDIA GROUP, INC.**

Pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of WCHMEDIA GROUP, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), whose Articles of Incorporation were originally filed with the Florida Department of State on November 30, 2010, are hereby amended and restated in their entirety. On August 5, 2014, the Amended and Restated Articles of Incorporation were duly acknowledged by the majority of the Corporation's board of directors approved by the shareholder of the Corporation holding a sufficient number of votes to approve the same, as follows:

Article I:

The name of this corporation is WCHMEDIA GROUP, INC., and the principal office shall be in the state of Florida. The period of duration is perpetual.

Article II:

The principal street and mailing address are the same:

631 US Highway 1
Suite 307
North Palm Beach, FL 33408

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Article III:

This purpose for which this corporation is organized is as an international multimedia company with business interests in publishing, education (both live and online) and media services and to do or perform any act or thing and to exercise any and all powers incidental to the aforesaid purposes and in general to do and perform all such acts and things and to transact such businesses in connection with the aforesaid purposes as may be incidental or necessary to accomplish the purposes of the corporation.

Article IV:

The aggregate number of shares which the corporation is authorized to issue is 125,000 shares. Such shares shall be of a single class ("Common Stock") and shall have a par value of One Dollar (\$1.00) per share.

1. Voting Rights. Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation. Except as otherwise required by law or any agreement to which the Corporation and its shareholders may be party, the holders of Common Stock shall vote together as a single class on all matters submitted to shareholders for a vote (including any action by written consent).

2. Dividends. Subject to and qualified by the rights of the holders of the Common Stock, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefore at such times and in such amounts as the Board of Directors may determine in its sole discretion.

3. Liquidation. Subject to and qualified by the rights of the holders of the Common Stock, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation, the holders of the Common Stock shall be entitled to remaining assets of the Corporation available for distribution.

Article V:

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors, and the shareholders of the Corporation, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders of the Corporation.

Article VI:

Amendments to the Articles of Incorporation may be proposed by the Board of Directors or by the petition of the majority of the vote holders as determined by holders of Common Stock. All amendments so proposed shall be distributed by the secretary to the holders of Common Stock at least 120 days before the regular annual meeting. Voting shall be by mail or electronic balloting and such ballots must be returned to the secretary and be received by him/her at least 30 days before the meeting. The approval of at least the majority of holders of Common Stock with the Corporation who vote upon the proposed amendment shall be required for its passage.

The names and addresses in the State of Florida of the persons appointed to act as this corporation's *initial* directors and/or officers were:

Kenneth R. Locklear
President
2700 PGA Blvd., Suite 104
Palm Beach Gardens, Florida 33410

John S. Peters
Vice President
2700 PGA Blvd., Suite 104
Palm Beach Gardens, Florida 33410

Stephanie B. Teasley
Vice President - Treasurer
2700 PGA Blvd., Suite 104
Palm Beach Gardens, Florida 33410

Heather Locklear
Secretary
2700 PGA Blvd., Suite 104
Palm Beach Gardens, Florida 33410

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Article VII:

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

John S. Peters
631 US Highway 1, Suite 307
North Palm Beach, Florida 33408

Article VIII:

The name and address of the Incorporator was:

Stephanie B. Teasley
2700 PGA Blvd., Suite 104
Palm Beach Gardens, Florida 33410

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Article IX:


To the fullest extent permitted under FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders of any other person for monetary damages for or relating to any statement, vote, decision or failure to act, regarding corporate management or policy or any other matter relating to the Corporation, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 607.0831(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination of limitation of the liability of the directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article IX shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

Article X:

The Corporation shall indemnify any present or former officer or director and shall advance expenses on behalf of any such officer or director, in each case, to the fullest extent now or hereafter permitted by law.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by the President of the Corporation on August 5, 2014, and affirm that the statements made herein are true under the penalties of perjury.

WCHMEDIA GROUP, INC.

By:  8/5/2014
John S. Peters, President

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