

P13000007632

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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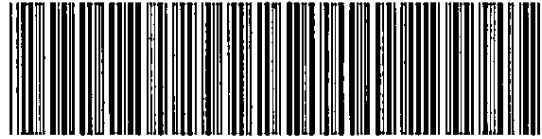
(Business Entity Name)

(Document Number)

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TALLAHASSEE FL 32301

Handwritten signature



LAW OFFICES OF
JOHN J. MCGLYNN III
BUSINESS • TAX • REAL ESTATE

729 SW Federal Highway, Suite 102
Stuart, Florida 34994
(772) 600.5115
SouthFLLawFirm.com

September 24, 2018

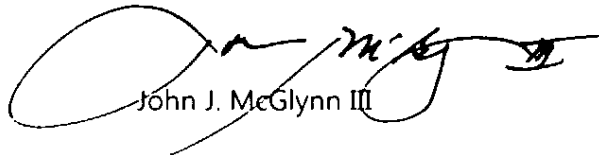
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: 3A Education, Inc. Articles of Amendment to Articles of Incorporation

Dear Representative:

Enclosed please find Articles of Amendment to Articles of Incorporation of 3A Education, Inc. along with the appropriate fee. Please process this as soon as possible and/or contact my office with any questions or concerns.

Best Regards,



John J. McGlynn III

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: 3A Education, Inc.

DOCUMENT NUMBER: P13000007632

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

Please return all correspondence concerning this matter to the following:

John J. McGlynn III
Name of Contact Person
Law Offices of John J. McGlynn, PLLC
Firm/ Company
729 S.W. Federal Highway Suite 102
Address
Stuart, FL 34994
City/ State and Zip Code
jmcglynn@southflawfirm.com ✓
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Alicia Cruz at (772) 600-5115
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:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
3A EDUCATION INC**

The undersigned subscribers of 3A EDUCATION INC ("Corporation") whose Articles of Incorporation were filed with the Secretary of State of the State of Florida on September 10, 2013, hereby manifest the intention that the Articles of Incorporation be amended in accordance with the proposed Amendment set forth herein, pursuant to the provisions of Section 607.1006, Florida Statutes; and hereby request the approval thereof by the Secretary of State.

**ARTICLE IV
AUTHORIZED CAPITAL**

The provisions of Article IV of the Articles of Incorporation are hereby deleted in their entirety and the following inserted in lieu thereof:

The total number of shares which this corporation is authorized to issue is 18,000,000 consisting of two classes of shares to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of Common Stock that this corporation shall have authority to issue is 13,000,000 shares, each with a par value of \$0.0001. The total number of shares of Preferred Stock that this corporation shall have authority to issue is 5,000,000 shares, each with a par value of \$0.0001. Common Stock and Preferred Stock may be issued from time to time in one or more series, each of such series to consist of such number of shares and to have such terms, rights, powers and preferences, and the qualifications and limitations with respect thereto, as stated or expressed herein.

A. Common Stock. On any matter presented to the stockholders for their action or consideration at any meeting of stockholders (or by written consent of stockholders in lieu of a meeting), each holder of outstanding shares of Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written consents in lieu of meetings). Unless required by law, there is no cumulative voting.

B. Preferred Stock. The following rights, powers, privileges, restrictions, qualifications and limitations apply to Preferred Stock.

1. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales.

(a) *Payments to holders of Preferred Stock.* In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, before any payment is made to the holders of Common Stock by reason of their ownership thereof, the holders of shares of Preferred Stock then outstanding must be paid out of the funds and assets available for distribution to its stockholders, an amount per share as would have been payable had all shares of Preferred Stock been converted into Common Stock immediately before such liquidation, dissolution or winding up. If upon any such liquidation, dissolution or winding up, the funds and assets available for distribution to the stockholders of the Corporation are insufficient to pay the holders of shares of Preferred Stock the full amount to which they are entitled under this Section B.1.(a), the holders of shares of Preferred Stock will share ratably in any distribution of the funds and assets available for distribution in proportion to the respective amounts that would otherwise be payable in respect of the shares of Preferred Stock held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

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STATE
TALLAHASSEE, FL

(b) *Payments to Holders of Common Stock.* In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after the payment of all preferential amounts required to be paid to the holders of shares of Preferred Stock as provided in Section B.1.(a), the remaining funds and assets available for distribution to the stockholders will be distributed among the holders of shares of Common Stock, pro rata based on the number of shares of Common Stock held by each such holder.

2. *Voting.* On any matter presented to the stockholders for their action or consideration at any meeting of stockholders (or by written consent of stockholders in lieu of a meeting), each holder of outstanding shares of Preferred Stock may cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Holders of Preferred Stock will vote together with the holders of Common Stock as a single class on an as-converted basis, will have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and will be entitled to notice of any stockholder meeting.

3. *Conversion.* The holders of Preferred Stock have the following conversion rights:

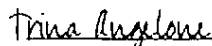
(a) *Conversion Rate.* Each share of Preferred Stock is convertible, at the option of the holder thereof, at any time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and nonassessable shares of Common Stock.

(b) *Notice of Conversion.* To voluntarily convert shares of Preferred Stock into shares of Common Stock, a holder of Preferred Stock will surrender the certificate or certificates for the shares of Preferred Stock, at the principal office of the Corporation, together with written notice that the holder elects to convert all or any number of the shares of Preferred Stock represented by the certificate or certificates. The conversion notice must state the holder's name or the names of the nominees in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. Any shares of Preferred Stock so converted will be retired and cancelled by the Corporation and may not be reissued.

The date of each amendment adoption to the Articles of Amendment to Articles of Incorporation is September 19, 2018.

The Articles of Amendment to Articles of Incorporation were adopted by the Board of Directors without shareholder action and shareholder action was not required.

Dated this 19th day of September, 2018.


By: CATERINA ANGELONE
Its: President