

To: FL Dept of State
Subject: 000672.124603

Division of Corporations

From: Kim Weidenbach

Tuesday, May 04, 2010 12:31 PM Page: 1 of 4

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P29503

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6380

000672.124603

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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

Email Address: _____

RECEIVED
2010 MAY 4 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SCHILLER INTERNATIONAL UNIVERSITY, INC.**

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$43.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 MAY -4 PM 3:18

FILED

AR

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Corporate Filing Menu

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PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

P29503

(Document number of corporation (if known))

1. Schiller International University, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3.05/24/1990

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? November 13, 2009

5. Learn International, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "Incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Thomas Leibrecht
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Thomas Leibrecht

(Typed or printed name of person signing)

Chairman

(Title of person signing)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Delaware

PAGE 1

The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SCHILLER INTERNATIONAL UNIVERSITY, INC.", CHANGING ITS NAME FROM "SCHILLER INTERNATIONAL UNIVERSITY, INC." TO "LEARN INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF NOVEMBER, A.D. 2009, AT 4:40 O'CLOCK P.M.

2014200 8100

100455048

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7969830

DATE: 05-03-10

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State of Delaware
Secretary of State
Division of Corporations
Delivered 04:42 PM 11/13/2009
FILED 04:40 PM 11/13/2009
SRV 091017752 - 2014200 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT OF
RESTATED CERTIFICATE OF INCORPORATION OF
SCHILLER INTERNATIONAL UNIVERSITY, INC.

The undersigned, on behalf of **SCHILLER INTERNATIONAL UNIVERSITY, INC.**, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. That the Board of Directors of the Corporation, in accordance with Section 242 of the General Corporation Law of the State of Delaware and pursuant to unanimous written consent, duly adopted resolutions setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and submitting the same to the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article **FIRST** of the Restated Certificate of Incorporation filed with the Secretary of State of Delaware be amended as hereinafter set forth:

"FIRST: The name of this corporation is **LEARN INTERNATIONAL, INC.**"

2. That thereafter, in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware, the amendment was duly approved and adopted pursuant to the unanimous written consent of the holders of the outstanding stock of the Corporation entitled to vote thereon.

3. That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

DATED this 12th day of November, 2009.

**SCHILLER INTERNATIONAL UNIVERSITY,
INC., a Delaware corporation**

By: 

Thomas Leibrecht
Chairman of the Board

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