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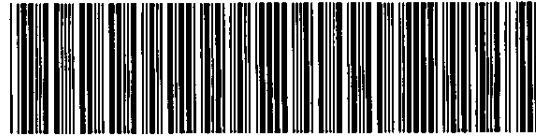
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MAY 28 2013

T. BROWN

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE.  
TALLAHASSEE, FL 32301  
222-1173

**FILING COVER SHEET**  
**ACCT. #FCA-23**

**CONTACT:**      KATIE WONSCH

**DATE:**            05/28/2013

**REF. #:**           7752070.8780351

**CORP. NAME:**   LEARNSOMETHING, INC.

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK           | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP              | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                           | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> OTHER:                      |   |  |

**STATE FEES PREPAID WITH CHECK# 70002996 FOR \$ 43.75**

**AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:**

\_\_\_\_\_ **COST LIMIT: \$** \_\_\_\_\_

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**ARTICLES OF AMENDMENT TO THE  
THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
LEARNSOMETHING, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the Third Amended and Restated Articles of Incorporation (the “**Articles of Incorporation**”) of **LEARNSOMETHING, INC.**, a Florida corporation (the “**Corporation**”), is hereby amended as follows:

1. In order to correct a scrivener’s error, Subsection (v) of the first untitled paragraph of Article IV of the Articles of Incorporation is hereby amended to read as follows:

“(v) 3,160,477 shares are designated “*Series E Convertible Preferred Stock*” (“*Series E Stock*”), and”

2. In order to correct a scrivener’s error, the period at the end of the phrase “as provided to the holders of Common Stock.” in the second sentence of Article IV, Section 3 (Voting Rights) of the Articles of Incorporation is hereby deleted.
3. The following new subsection (j) is added to the end of Article IV, Section 2 (Liquidation Rights) of the Articles of Incorporation:

“(j) Merger Preference. Notwithstanding any other provision of these Third Amended and Restated Articles of Incorporation, upon a Liquidation Event consisting of the merger or consolidation of the Corporation into or with another corporation or entity, in which the shareholders of the Corporation immediately preceding such merger shall own less than fifty percent (50%) of the voting securities of the surviving corporation, if any capital stock of the Corporation in connection with such Liquidation Event would not receive any consideration as a result of the liquidation preferences set forth in Article IV, Section 2 (Liquidation Rights) of these Third Amended and Restated Articles of Incorporation, then the holders of such capital stock of the Corporation shall be entitled to receive, prior and in preference to any other distribution of any of the assets of the Corporation to the holders of capital stock to be made in accordance with Article IV, Section 2 (Liquidation Rights) of these Third Amended and Restated Articles of Incorporation, an amount per share equal to one cent (\$0.01) (the “**Merger Preference**”).”

4. In order to correct a scrivener’s error and to provide for the preferential treatment of the Merger Preference described above, the phrase “Upon a Liquidation Event, the holders of Series E Stock” found in the first sentence of Article IV, Section 2 (Liquidation Rights), Subsection (b) (Series F Liquidation Preference) of the Articles of Incorporation is hereby amended to read as follows: “Subject to the Merger Preference, upon a Liquidation Event, the holders of Series F Stock”.
5. The phrase “If there are assets and funds available for distribution to the shareholders after full payment of the Series F Liquidation Preference” found in the first sentence of Article IV, Section 2 (Liquidation Rights), Subsection (c) (Series F Preferred Participation) of the Articles of Incorporation is hereby amended to read as follows: “If there are assets and funds available for distribution to the shareholders after full payment of the Merger Preference and the Series F Liquidation Preference”.

6. The phrase “Upon a Liquidation Event, after full payment of the Series F Liquidation Preference and the Series F Participation” found in the first sentence of Article IV, Section 2 (Liquidation Rights), Subsection (d) (Series E Liquidation Preference) of the Articles of Incorporation is hereby amended to read as follows: “Upon a Liquidation Event, after full payment of the Merger Preference, the Series F Liquidation Preference and the Series F Participation”.
7. The phrase “Upon a Liquidation Event, after full payment of the Series F Liquidation Preference, the Series F Participation and the Series E Liquidation Preference” found in the first sentence of Article IV, Section 2 (Liquidation Rights), Subsection (e) (Series D Liquidation Preference) of the Articles of Incorporation is hereby amended to read as follows: “Upon a Liquidation Event, after full payment of the Merger Preference, the Series F Liquidation Preference, the Series F Participation and the Series E Liquidation Preference”.
8. The phrase “Upon a Liquidation Event, after full payment of the Series F Liquidation Preference, the Series F Participation, the Series E Liquidation Preference and the Series D Liquidation Preference” found in the first sentence of Article IV, Section 2 (Liquidation Rights), Subsection (f) (Series C Liquidation Preference) of the Articles of Incorporation is hereby amended to read as follows: “Upon a Liquidation Event, after full payment of the Merger Preference, the Series F Liquidation Preference, the Series F Participation, the Series E Liquidation Preference and the Series D Liquidation Preference”.
9. The phrase “Upon a Liquidation Event, after full payment of the Series F Liquidation Preference, the Series F Participation, the Series E Liquidation Preference, the Series D Liquidation Preference and the Series C Liquidation Preference” found in the first sentence of Article IV, Section 2 (Liquidation Rights), Subsection (g) (Series B Liquidation Preference) of the Articles of Incorporation is hereby amended to read as follows: “Upon a Liquidation Event, after full payment of the Merger Preference, Series F Liquidation Preference, the Series F Participation, the Series E Liquidation Preference, the Series D Liquidation Preference and the Series C Liquidation Preference”.
10. The phrase “Upon a Liquidation Event, after full payment of the Series F Liquidation Preference, the Series F Participation, the Series E Liquidation Preference, the Series D Liquidation Preference, the Series C Liquidation Preference and the Series B Liquidation Preference” found in the first sentence of Article IV, Section 2 (Liquidation Rights), Subsection (h) (Series A Liquidation Preference) of the Articles of Incorporation is hereby amended to read as follows: “Upon a Liquidation Event, after full payment of the Merger Preference, the Series F Liquidation Preference, the Series F Participation, the Series E Liquidation Preference, the Series D Liquidation Preference, the Series C Liquidation Preference and the Series B Liquidation Preference”.
11. The phrase “Upon the completion of the distribution required by subparagraphs (b) through (h) of this Section 2” found in the first sentence of Article IV, Section 2 (Liquidation Rights), Subsection (i) (Common Stock) of the Articles of Incorporation is hereby amended to read as follows: “Upon the completion of the Merger Preference and the distributions required by subparagraphs (b) through (h) of this Section 2”.

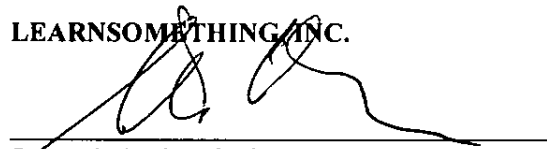
The foregoing amendments to the Articles of Incorporation were proposed and adopted at a meeting of the shareholders of the Corporation held on May 28, 2013, and the amendments were approved by the affirmative vote of (i) holders of more than fifty percent (50%) of all outstanding shares

of the Corporation's Series A Stock, Series B Stock, Series C Stock, Series D Stock, voting together as a single voting group on an as-converted to Common Stock basis, (ii) holders of more than fifty percent (50%) of all of the outstanding shares of the Corporation's Series E Stock voting together as a single voting group; (iii) holders of more than fifty percent (50%) of all of the outstanding shares of the Corporation's Series F Stock voting together as a single voting group; (iv) holders of more than fifty percent (50%) of all outstanding shares of the Corporation's Common Stock, voting together as a single voting group; (v) holders of more than fifty percent (50%) of all outstanding shares of the Corporation's Common Stock and Preferred Stock, voting together as a single voting group on an as-converted to Common Stock basis; and (vi) holders of more than fifty percent (50%) of all outstanding shares of the Corporation's Preferred Stock, voting together as a single voting group, which votes were sufficient for approval in accordance with the Corporation's Articles of Incorporation and applicable Florida law.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 28<sup>th</sup> day of May, 2013.

**LEARNSOMETHING INC.**



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Steven L. Roden, CEO