

P96000062489

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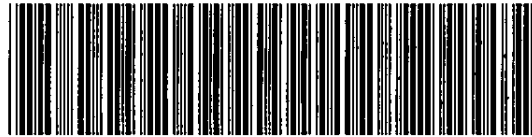
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TALLAHASSEE, FLORIDA

Amended & Restated

TB

1-7-09



Eric A. French
(404) 437-7022
efrench@schiffhardin.com

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1201 WEST PEACHTREE STREET
ATLANTA, GEORGIA 30309
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December 19, 2008

VIA FEDERAL EXPRESS
TRACKING #7962 0182 0414

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

**Regarding: Amended and Restated Articles of Incorporation of Educational
Ventures, Inc.
Document Number P96000062489**

To Whom It May Concern:

In connection with the above referenced filing, enclosed please find the following:

1. Cover sheet;
2. One (1) Executed copy of the Amended and Restated Articles of Incorporation (the "Articles") of Educational Ventures, Inc. with original signatures;
3. One (1) photocopy of the Articles of Educational Ventures, Inc; and
4. Our firm check in the amount of \$43.75, for the filing fee and the fee for a certified copy.

Please file the Articles and return a confirmation of filing and a certified copy to me at the address on the cover sheet. If you have any questions regarding the enclosed, please feel free to telephone me at 404.437.7022.

Sincerely,

Eric Anthony French

EAF:jhl
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Educational Ventures, Inc. +

DOCUMENT NUMBER: P96000062489 +

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

Please return all correspondence concerning this matter to the following:

Eric A. French
(Name of Contact Person)

Schiff Hardin LLP
(Firm/ Company)

1201 W Peachtree St, Ste 2300
(Address)

Atlanta, GA 30309
(City/ State and Zip Code)

For further information concerning this matter, please call:

Eric A. French at (404) 437-7022
(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 type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" 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

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EDUCATIONAL VENTURES, INC.**

In accordance with Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act, Educational Ventures, Inc., a Florida corporation (the "Corporation"), hereby amends and restates in its entirety its Articles of Incorporation as follows:

**ARTICLE I
NAME**

The name of this Corporation shall be Educational Ventures, Inc.

**ARTICLE II
PURPOSE**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue 25 million (25,000,000) shares of common stock, each share with a par value of \$1.00. Also, the Corporation is authorized to issue five hundred million (500,000,000) shares of nonvoting, nonconvertible, and noncumulative preferred stock, each share with a par value of \$1.00. No other class or type of stock will be issued.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the principal office and registered office of the Corporation is 250 Brent Lane, Pensacola, Florida 32503, and the name of the registered agent of the corporation is Dr. Arlin R. Horton.

Following the recommendation of the Board of Directors, and submission of these Amended and Restated Articles of Incorporation by the Board of Directors to the Corporation's shareholders, these Amended and Restated Articles of Incorporation were approved by the Corporation's shareholders, and the number of votes cast were sufficient for approval. The date of the adoption of the amendments contained herein is December 19th 2008.

IN WITNESS WHEREOF, the undersigned, in his capacity as a duly authorized officer of the Corporation, has executed these Amended and Restated Articles of Incorporation as of this 19TH day of DECEMBER, 2008.

By: _____



Dr. Arlin R. Hortin, President,
Educational Ventures, Inc.