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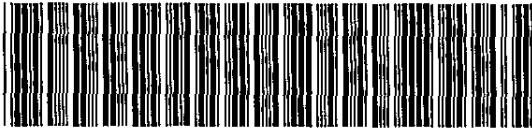
(Business Entity Name)

(Document Number)

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*Amended & Restated*

RECEIVED  
03 JUN -2 AM 10:37  
DIVISION OF CORPORATION

FILED  
03 JUN -2 PM 1:48  
TALLAHASSEE, FLORIDA


**CORPORATE  
ACCESS,  
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Amend

Josef Silny & Associates Inc. International  
(CORPORATE NAME & DOCUMENT #)

Education Consultants  
(CORPORATE NAME & DOCUMENT #)

(CORPORATE NAME & DOCUMENT #)

(CORPORATE NAME & DOCUMENT #)

(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

AMENDMENT TO AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
JOSEF SILNY & ASSOCIATES, INC.  
INTERNATIONAL EDUCATION CONSULTANTS

FILED  
03 JUN -2 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the sole Stockholder and Director of JOSEF SILNY & ASSOCIATES, INC. INTERNATIONAL EDUCATION CONSULTANTS, a Florida corporation, acting pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Statutes, does hereby amend and restate the Articles of Incorporation of the corporation as originally filed with the Office of the Secretary of State of the State of Florida. The corporation was originally incorporated on June 24, 1991 under the name JOSEF SILNY & ASSOCIATES, INC. INTERNATIONAL EDUCATION CONSULTANTS

- A. The Articles of Incorporation have not been previously amended.
- B. These Restated Articles of Incorporation have been adopted in accordance with Section 607.1007 of the Florida Statutes.
- C. Effective upon the date of filing with the Secretary of State of the State of Florida, the Articles of Incorporation of JOSEF SILNY & ASSOCIATES, INC. INTERNATIONAL EDUCATION CONSULTANTS are as follows:

"ARTICLE I  
NAME

The name of this corporation is JOSEF SILNY & ASSOCIATES, INC. INTERNATIONAL EDUCATION CONSULTANTS.

ARTICLE II  
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in every aspect of corporate business.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of VOTING COMMON STOCK having a par value of one (\$1.00) dollar per share and one thousand nine hundred (1,900) shares of NON VOTING COMMON STOCK having a par value of one (\$1.00) dollar per share which shall have no voting rights. Aside from the difference in voting rights, the VOTING COMMON STOCK and NON VOTING COMMON STOCK are, in all respects, identical.

ARTICLE IV  
DIRECTORS

This corporation shall never have less than one (1) director. The number of directors may be increased to not more than three (3) in the manner set forth in the By-Laws.

ARTICLE V  
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI  
INDEMNITY

The corporation shall indemnify any officer, director or employee, or any former officer, director or employee to the fullest extent permitted by law.

ARTICLE VII  
BY-LAWS

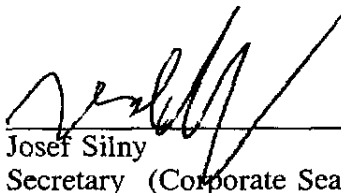
The power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and directors of the Corporation in the manner set forth in the By-Laws."

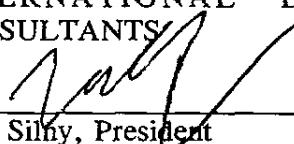
This Amendment and Restatement was executed by the sole Stockholder and Director of the corporation on the 27 day of May, 2003, which execution shall constitute adoption.

  
\_\_\_\_\_  
Josef Silny  
Sole Stockholder and Director

IN WITNESS WHEREOF, JOSEF SILNY & ASSOCIATES, INC. INTERNATIONAL EDUCATION CONSULTANTS has caused this Amendment and Restatement of its Articles of Incorporation to be executed by its President and Secretary this 27 day of May, 2003.

ATTEST:

  
\_\_\_\_\_  
Josef Silny  
Secretary (Corporate Seal)

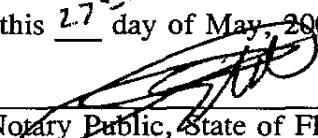
JOSEF SILNY & ASSOCIATES, INC.  
INTERNATIONAL EDUCATION  
CONSULTANTS  
By:   
\_\_\_\_\_  
Josef Silny, President

ACKNOWLEDGMENT APPEARS ON FOLLOWING PAGE

STATE OF FLORIDA                    )  
  ) ss:  
COUNTY OF MIAMI-DADE            )

BEFORE ME, the undersigned authority, personally appeared Josef Silny, to me well known and known to me to be the President and Secretary of JOSEF SILNY & ASSOCIATES, INC., INTERNATIONAL EDUCATION CONSULTANTS, a Florida corporation, who, after being duly sworn, acknowledged before me that he executed the foregoing Amendment to and Restatement of the Articles of Incorporation for and on behalf of the said corporation, and that the same was duly authorized.

WITNESS my hand and official seal this 27<sup>th</sup> day of May, 2003.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large  
[NOTARY SEAL]

STEPHEN PAEZ  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD144440  
EXPIRES 9/9/2006  
BONDED THRU 1-888-NOTARY1