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AZ CORPORATION COMMISSION
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AUG 16 2012

AUG 14 2012

FILE NO. F.17819972 FILE NO. F.17819972

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN ARIZONA***Read the Instructions C018i***1. ENTITY TYPE – check only one to indicate the type of entity applying for authority:**

- | | |
|------------------------------------------------------------|----------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> FOR-PROFIT CORPORATION | <input type="checkbox"/> INSURER |
| <input type="checkbox"/> NONPROFIT CORPORATION | <input type="checkbox"/> SAVINGS AND LOAN ASSOCIATION |
| <input type="checkbox"/> PROFESSIONAL CORPORATION | <input type="checkbox"/> CREDIT UNION |
| <input type="checkbox"/> CLOSE CORPORATION | <input type="checkbox"/> TRUST COMPANY |
| <input type="checkbox"/> BUSINESS TRUST | <input type="checkbox"/> COOPERATIVE MARKETING ASSOCIATION |
| <input type="checkbox"/> BUSINESS DEVELOPMENT CORP. | <input type="checkbox"/> ELECTRIC COOPERATIVE NON-PROFIT MEMBERSHIP ASSOC. |
| <input type="checkbox"/> CORPORATION SOLE | <input type="checkbox"/> NONPROFIT ELEC. GENERATION AND TRANSMISSION COOPERATIVE CORP. |

2. NAME IN STATE OR COUNTRY OF INCORPORATION (FOREIGN NAME) – enter the exact, true name of the foreign corporation:ELS Educational Services, Inc.**3. NAME TO BE USED IN ARIZONA (ENTITY NAME) – see Instructions C018i – identify the name the foreign corporation will use in Arizona by checking 3.1, 3.2, or 3.3 (check only one), and follow instructions**

- | | | |
|--------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1 <input checked="" type="checkbox"/> Name in state or country of incorporation, with no changes –
Go to number 4. | 3.2 <input type="checkbox"/> Name in state or country of incorporation, with a corporate identifier added to it –
Enter the name in number 3.4 below. | 3.3 <input type="checkbox"/> Fictitious name (check this only if the foreign corporation's name in its state or country of incorporation is not available for use in Arizona) –
Enter the name in number 3.4 below. |
|--------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

3.4 If you checked 3.2 or 3.3, enter or print the name to be used in Arizona:**4. FOREIGN DOMICILE – list the state or country in which the foreign corporation is incorporated:** Delaware**5. DATE OF INCORPORATION IN FOREIGN DOMICILE:** April 7, 1966**6. DURATION – the duration or life period of the foreign corporation is presumed to be perpetual unless one of the boxes is checked below and the blanks are filled in:**

- ☐ The corporation's life period will end after the expiration of _____ years (enter a number of years).
- ☐ The corporation's life period will end on this date _____ (enter a date).
- ☐ The corporation's life period will end upon the occurrence of this event:

(describe an event).**7. PURPOSE – the foreign corporation's purpose is to engage in any or all lawful business or affairs in which corporations may engage in the state or country under whose law the foreign corporation is incorporated, subject to the following limitations, if any (leave this blank if there are no limitations on the corporation's purpose):**

8. **CHARACTER OF BUSINESS** - briefly describe the character of business or affairs the foreign corporation initially intends to conduct in Arizona. NOTE that the character of business or affairs that the foreign corporation ultimately conducts is not limited by the description provided.

ENGLISH LANGUAGE INSTRUCTION

9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS - see <i>Instructions C018i</i> - give the physical or street address (not a P. O. Box) of the foreign corporation required to be maintained in its state or country of incorporation, or, if not so required, of the foreign corporation's statutory agent in its state or country of incorporation:			10. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS: Is the Arizona known place of business street address the same as the street address of the statutory agent? <input type="checkbox"/> Yes - go to number 11 and continue. <input checked="" type="checkbox"/> No - provide the Arizona physical or street address (not a P.O. Box) below:		
Corporation Service Company			Jason Schrott		
Attention (optional)			Attention (optional)		
Address 1 2711 Centerville Road			Address 1 2602 East Vogel Ave.		
Address 2 (optional)		DE	19808	Address 2 (optional)	
City	Wilmington	State	Zip	City	Phoenix
		AZ	85028		
		State	Zip		

11. STATUTORY AGENT IN ARIZONA - see <i>Instructions C018i</i> :					
11.1 REQUIRED - give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:			11.2 OPTIONAL - mailing address in Arizona of statutory agent (can be a P.O. Box):		
Corporation Service Company					
Statutory Agent Name (required)					
Attention (optional)			Attention (optional)		
2338 W. Royal Palm Road, Suite J					
Address 1			Address 1		
Address 2 (optional)		AZ	85021	Address 2 (optional)	
City	Phoenix	State	Zip	City	
				State	Zip
11.3 REQUIRED - the Statutory Agent Acceptance form M002 must be submitted along with this Application For Authority.					

12. DIRECTORS - list the name and business address of each and every Director of the corporation. If more space is needed, check this box <input checked="" type="checkbox"/> and complete and attach the Director Attachment form C082 .					
(SEE ATTACHED)					
Director Name			Director Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City		State or Province	City		State or Province
Country		Zip	Country		Zip
Date taking office (optional):			Date taking office (optional):		

Director Name				Director Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City		State or Province	Zip	City		State or Province	Zip
Country				Country			
Date taking office (optional):				Date taking office (optional):			
Director Name				Director Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City		State or Province	Zip	City		State or Province	Zip
Country				Country			
Date taking office (optional):				Date taking office (optional):			
13. OFFICERS - list the name and business address of all principal Officers of the corporation. If more space is needed, check this box <input checked="" type="checkbox"/> and complete and attach the Officer Attachment form C085.							
(SEE ATTACHED)							
Officer Name				Officer Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City		State or Province	Zip	City		State or Province	Zip
Country				Country			
Date taking office (optional):		Officer Title:		Date taking office (optional):		Officer Title:	
Officer Name				Officer Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City		State or Province	Zip	City		State or Province	Zip
Country				Country			
Date taking office (optional):		Officer Title:		Date taking office (optional):		Officer Title:	
Officer Name				Officer Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City		State or Province	Zip	City		State or Province	Zip
Country				Country			
Date taking office (optional):		Officer Title:		Date taking office (optional):		Officer Title:	

- 14. FOR-PROFITS ONLY - SHARES AUTHORIZED** - *see Instructions C018i* - list the class (common, preferred, etc.) and total number of shares the foreign corporation is AUTHORIZED to issue. This information must match the original Articles of Incorporation plus any amendments thereto. If more space is needed, check this box ☐ and complete and attach the Shares Authorized Attachment form C087.

Class: Common Series: _____ Total: 5000 Par Value: \$0.001

Class: _____ Series: _____ Total: _____ Par Value: _____

- 15. FOR-PROFITS ONLY - SHARES ISSUED** - *see Instructions C018i* - list each class/series of authorized shares and give the total number and par value of shares of that class that have been ISSUED. If no shares of that class have been issued, put the number zero. If more space is needed, check this box ☐ and complete and attach the Shares Issued Attachment form C097.

Class: Common Series: _____ Total: 100 Par Value: \$0.001

Class: _____ Series: _____ Total: _____ Par Value: _____

- 16. NONPROFITS ONLY - MEMBERS - check one box only:**

Does the foreign nonprofit corporation have members?

☐ Yes

☐ No

- 17. PROFESSIONAL CORPORATIONS ONLY - PROFESSIONAL SERVICES** - if "professional corporation" is checked in number 1, briefly describe the type of professional services the corporation will render (examples: accounting, medical, law firm):

- 18. PROFESSIONAL CORPORATIONS ONLY - PROFESSIONAL LICENSE:**

By the signature appearing on this document, the foreign professional corporation certifies under penalty of perjury that at least one-half of its shareholders who are entitled to vote for the election of directors, and at least one-half of its directors, and its president, are licensed in one or more states to render a professional service described in the foreign professional corporation's articles of incorporation.

NOTE: You must attach a statement from the licensing authority in Arizona for the profession showing that at least one of the professional corporation's shareholders or employees is licensed in Arizona to render that professional service. (See A.R.S. § 10-2245.)

SIGNATURE: By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.



☒ I ACCEPT

Paul H. Weinstein

July 25, 2012

Signature

Printed Name

Date

REQUIRED - check only one:

<input type="checkbox"/> I am the Chairman of the Board of Directors of the corporation filing this document.	<input checked="" type="checkbox"/> I am a duly-authorized Officer of the corporation filing this document.	<input type="checkbox"/> I am a duly authorized bankruptcy trustee , receiver, or other court-appointed fiduciary for the corporation filing this document.
----------------------------------------------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------------------------------------------------------------------------------

Filing Fee: \$175.00 (regular processing)
Expedited processing - add \$35.00 to filing fee.
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

ELS Educational Services, Inc.**OFFICERS**

<u>Officer/Title</u>	<u>Name</u>	<u>Address</u>
President & CEO	Mark W. Harris	400 Alexander Park Princeton, NJ 08540
Vice President	Charles Gilbert	400 Alexander Park Princeton, NJ 08540
Vice President	Alexandra Zilovic	400 Alexander Park Princeton, NJ 08540
Vice President	Rupert Johnstone	27-01 Peninsula Plaza 111 North Bridge Rd. Singapore 179098
Vice President	Alistair Gatoff	400 Alexander Park Princeton, NJ 08540
Vice President, General Counsel & Sec'y	Paul H. Weinstein	400 Alexander Park Princeton, NJ 08540
Treasurer	Michael Mockler	400 Alexander Park Princeton, NJ 08540
Assistant Treasurer	Rajendra K. Mota	400 Alexander Park Princeton, NJ 08540
Assistant Secretary	Susan A. Fisher	400 Alexander Park Princeton, NJ 08540

DIRECTORS

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director	Mark W. Harris	400 Alexander Park Princeton, NJ 08540
Director	Paul H. Weinstein	400 Alexander Park Princeton, NJ 08540

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE*Read the Instructions C003i***1. ENTITY NAME** – give the exact name of the corporation in Arizona:ELS Educational Services, Inc.**2. A.C.C. FILE NUMBER**(if already incorporated or registered in AZ): _____Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>**3. Check only one of the following to indicate the type of Certificate:**

- ☒ Initial (accompanies formation or registration documents)
- ☐ Annual (credit unions and loan companies only)
- ☐ Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS:

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.2	Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES , you MUST complete and attach a <u>Certificate of Disclosure Felony/Judgment Attachment</u> form C004.		

5. BANKRUPTCY QUESTION:

5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in **any other corporation** (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation?

☐ Yes☒ No

5.2 If the answer to number 5.1 is **YES**, you **MUST** complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

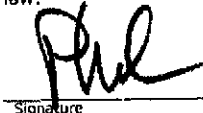
SIGNATURE REQUIREMENTS:

Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an <u>Incorporator Attachment</u> form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Paul H. Weinstein
 Name
400 Alexander Park
 Address 1
 Address 2
 City **Princeton** State **NJ** Zip **08540**
 Country

SIGNATURE - see Instructions C003i:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.


☒ I ACCEPT

Signature

Paul H. Weinstein**July 19, 2012**

Printed Name

Date

REQUIRED - check only one:

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
☒ **Officer** - I am an officer of the corporation submitting this Certificate.
☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Name
 Address 1
 Address 2
 City State Zip
 Country

SIGNATURE - see Instructions C003i:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature

Printed Name

Date

REQUIRED - check only one:

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
☐ **Officer** - I am an officer of the corporation submitting this Certificate.
☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None (regular processing)
 Expedited processing - add \$35.00 to filing fee.
 All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
 1300 W. Washington St., Phoenix, Arizona 85007
 Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
 If you have questions after reading the instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

STATUTORY AGENT ACCEPTANCE*Please read Instructions M002i*

1. **ENTITY NAME** – give the exact name in Arizona of the corporation or LLC that has appointed the Statutory Agent:

ELS Educational Services, Inc.

2. **A.C.C. FILE NUMBER** (if entity is already incorporated or registered in AZ):
Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity):

Corporation Service Company

- 3.1 **Check one box:** ☐ The statutory agent is an **Individual** (natural person).
☒ The statutory agent is an **Entity**.

STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 3 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Corporation Service Company

By

Signature

Elizabeth P. Konieczny

Printed Name

ASST. V.P.

Date

7-20-12**REQUIRED** – check only one:

☐ **Individual as statutory agent:** I am signing on behalf of myself as the individual

☒ **Entity as statutory agent:** I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Filing Fee: none (regular processing)
Expedited processing – add \$35.00 to filing fee.
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

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If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "ELS EDUCATIONAL SERVICES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE SEVENTH DAY OF JULY, A.D. 1993, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE FIFTH DAY OF DECEMBER, A.D. 1995, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FIFTH DAY OF DECEMBER, A.D. 1995, AT 9:01 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE FOURTEENTH DAY OF DECEMBER, A.D. 1995, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTEENTH DAY OF NOVEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

0639624 8100X

120855825

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9723453

DATE: 07-20-12

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/07/1993
931895126 - 639624

**RESTATED CERTIFICATE OF INCORPORATION OF
ELS EDUCATIONAL SERVICES, INC.**

It is hereby certified that:

1. (a) The present name of the corporation (hereinafter called the "corporation") is ELS EDUCATIONAL SERVICES, INC.

(b) The name under which the corporation was originally incorporated is WASHINGTON EDUCATIONAL RESEARCH ASSOCIATES, INC., and the date of filing the original certificate of incorporation of the corporation with the Secretary of State of the State of Delaware is April 7, 1966.

2. The certificate of incorporation of the corporation is hereby amended and restated.

3. The amendments and restatement of the certificate of incorporation herein certified have been duly adopted by the stockholders in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

4. The certificate of incorporation of the corporation, as amended and restated herein, shall at the effective time of this Restated Certificate of Incorporation, read as follows:

**"RESTATED CERTIFICATE OF INCORPORATION OF
ELS EDUCATIONAL SERVICES, INC.**

FIRST: The name of the corporation is ELS EDUCATIONAL SERVICES, INC.

SECOND: The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is 32 Loockerman Square, Suite L-100, City of Dover 19901, County of Kent; and the name of the registered agent of the corporation in the State of Delaware at such address is The Prentice-Hall Corporation System, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is 1,000,000. The par value of each of such shares is \$.001. All such shares are of one class and are shares of Common Stock.

FIFTH: The corporation is to have perpetual existence.

SIXTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of § 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of § 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

SEVENTH: For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation, and regulation of the powers of the corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the corporation would have if there were no vacancies. No election of directors need be by written ballot.

2. After the original or other Bylaws of the corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of § 109 of the General Corporation Law of the State of Delaware, and, after the corporation has received any payment for any of its stock, the power to adopt, amend,

or repeal the Bylaws of the corporation may be exercised by the Board of Directors of the corporation; provided, however, that any provision for the classification of directors of the corporation for staggered terms pursuant to the provisions of subsection (d) of § 141 of the General Corporation Law of the State of Delaware shall be set forth in an initial Bylaw or in a Bylaw adopted by the stockholders of the corporation entitled to vote unless provisions for such classification shall be set forth in this certificate of incorporation.

3. Whenever the corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the certificate of incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of § 242 of the General Corporation Law of the State of Delaware shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

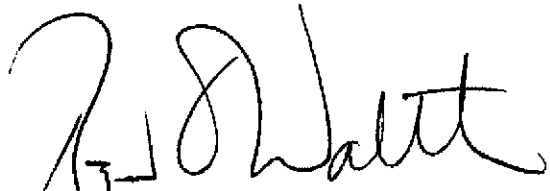
EIGHTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of § 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of § 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office,

and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article Tenth."

Signed and attested to on _____, 1993.


Roger Q. Walther, Chairman

Attest:


Matthew H. Dickstein, Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/05/1995
950203027 - 639624

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
ELS INTERNATIONAL INC.
INTO
ELS EDUCATIONAL SERVICES, INC.
(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE)**

ELS Educational Services, Inc., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of ELS International Inc., a Delaware corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 28th day of November, 1995, determined to merge into itself ELS International Inc. on the conditions set forth in such resolutions:

WHEREAS, the Director has determined that it is advisable for the Corporation to merge into itself its subsidiary, ELS International Inc., a Delaware corporation;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation shall merge into itself its subsidiary, ELS International Inc., and assume all of such subsidiary's liabilities and obligations.

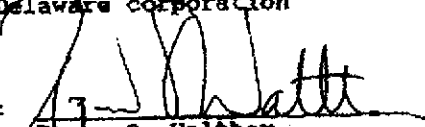
RESOLVED, FURTHER, that the Chief Executive Officer and the Secretary of the Corporation are hereby authorized and directed to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolution effecting the merger of ELS International Inc. into the Corporation and the assumption of such subsidiary's liabilities and obligations as of the date of

adoption thereof and to file the same in the office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of the County of New Castle.

RESOLVED, FURTHER, that the Chief Executive Officer and Secretary of the Corporation are hereby authorized and directed to execute such other documents and take such actions as are necessary to carry out the foregoing resolutions.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Roger O. Walther, its Chief Executive Officer, and Matthew H. Dickstein, its Secretary, this 28th day of November, 1995.

ELS Educational Services, Inc.,
a Delaware corporation

By: 
Roger O. Walther
Its: Chief Executive Officer

ATTEST:

BY: 
Matthew H. Dickstein
Its: Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 12/05/1995
950283028 - 639624

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
ELS EDUCATIONAL SERVICES, INC.

ELS Educational Services, Inc., a Delaware corporation (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That, pursuant to the written consent of the Board of Directors of the Corporation, resolutions were duly adopted setting forth a proposed amendment (the "Amendment") to the Restated Certificate of Incorporation of the Corporation, declaring the Amendment to be advisable and seeking consent of the shareholders of the Corporation (the "Shareholders") to the Amendment. The resolutions setting forth the Amendment are as follows:

RESOLVED, that Article Fourth of the Restated Certificate of Incorporation be amended to read in its entirety as follows:

"FOURTH:

4.1 The Corporation is authorized to issue two (2) classes of common stock to be designated as 'Class A Common Stock' and 'Class B Common Stock'. The shares of Class A Common Stock and Class B Common Stock shall each have a par value of \$0.001 per share. The Corporation is authorized to issue 1,000,000 shares of Class A Common Stock; the Corporation is authorized to issue 200,000 shares of Class B Common Stock.

4.2 Class A Common Stock and Class B Common Stock shall be identical in all respects and shall have equal rights and privileges, except that the classes shall have different voting rights as hereinafter indicated:

(a) Holders of Class A Common Stock shall have one vote per share on any matter to come before the shareholders;

(b) Holders of Class B Common Stock shall not be entitled to vote on any matter, except as required by law."

RESOLVED, FURTHER, that as of the date of the Amendment, each outstanding share of common stock

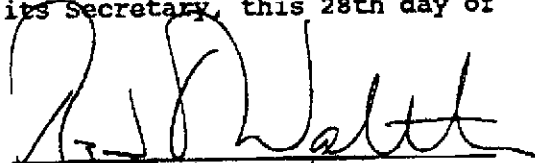
of the Corporation shall be reclassified as and changed into one share of Class A Common Stock.

SECOND: That thereafter, pursuant to resolution of the Board of Directors of the Corporation, the Shareholders consented to the Amendment in accordance with Section 228 of the General Corporation Law of the State of Delaware by vote of such number of shares as required by statute.

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


IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Roger O. Walther, its Chief Executive Officer, and Matthew H. Dickstein, its Secretary, this 28th day of November, 1995.

By:



Roger O. Walther
Chief Executive Officer

Attest:


Matthew H. Dickstein
Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/14/1995
950294904 - 639624

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
ELS INTERNATIONAL LANGUAGE CENTRES LIMITED
INTO
ELS EDUCATIONAL SERVICES, INC.
(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE)**

ELS Educational Services, Inc., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of ELS International Language Centres Limited, a Delaware corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted as of the 6th day of December, 1995, determined to merge into itself ELS International Language Centres Limited on the conditions set forth in such resolutions.

WHEREAS, the Director has determined that it is advisable for the Corporation to merge into itself its subsidiary, ELS International Language Centres Limited, a Delaware corporation;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation shall merge into itself its subsidiary, ELS International Language Centres Limited, and assume all of such subsidiary's liabilities and obligations.

RESOLVED, FURTHER, that the Chief Executive Officer and the Secretary of the Corporation are hereby authorized and directed to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolution effecting the merger of ELS International Language Centres Limited, into the Corporation and the assumption of such subsidiary's liabilities and obligations as of the date of

adoption thereof and to file the same in the office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of the County of Kent.

RESOLVED, FURTHER, that the Chief Executive Officer and Secretary of the Corporation are hereby authorized and directed to execute such other documents and take such actions as are necessary to carry out the foregoing resolutions.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Roger O. Walther, its Chief Executive Officer, and Matthew H. Dickstein, its Secretary, as of the 6th day of December, 1995.

ELS Educational Services, Inc.,
a Delaware corporation

By: 

Roger O. Walther

Its: Chief Executive Officer

ATTEST:

BY: 

Matthew H. Dickstein

Its: Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 11/13/1998
981440487 - 0639624

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
ELS EDUCATIONAL SERVICES, INC.**

ELS Educational Services, Inc., a Delaware corporation (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That, pursuant to a meeting of the Board of Directors, resolutions were duly adopted setting forth a proposed amendment (the "Amendment") to the Restated Certificate of Incorporation of the Corporation, as amended, declaring the Amendment to be advisable and seeking consent of the shareholder of the Corporation (the "Shareholder") to the Amendment. The resolutions setting forth the amendment are as follows:

RESOLVED, that Article Fourth of the Restated Certificate of Incorporation, filed on July 7, 1993, and as amended on December 5, 1995, be amended to read in its entirety as follows:

"**FOURTH:** The total number of shares of stock which the Corporation shall have authority to issue is 5,000. The par value of each of such shares is \$0.001. All such shares are of one class and are shares of Common Stock."

SECOND: The above Amendment to Article Fourth of the Restated Certificate of Incorporation, as amended, shall not affect the stock or rights of the Corporation's outstanding Common Stock, which shall remain 100 shares of Common Stock, par value \$0.001.

THIRD: That this Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Restated Certificate of Incorporation to be signed by **Mark Harris**, its Chief Executive Officer, who states that the facts contained herein are true, and attested by **Robert C. Hendon, Jr.**, its Secretary, this 4th day of November, 1998.

(Seal)

By: 

Mark Harris

Chief Executive Officer

Attest: 

Robert C. Hendon, Jr.

Secretary

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELS EDUCATIONAL SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF JULY, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ELS EDUCATIONAL SERVICES, INC." WAS INCORPORATED ON THE SEVENTH DAY OF APRIL, A.D. 1966.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

0639624 8300

120855799

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9723450

DATE: 07-20-12