

AZ CORPORATION COMMISSION
FILED

NO. 494
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FILED

JUN 18 2012

JUN 11 2012

FILE NO. -10317127

ARTICLES OF AMENDMENT AND MERGER
MERGING EDKEY, INC. WITH AND INTO
CHOICE EDUCATION AND DEVELOPMENT CORPORATION

FILE NO. 10317127

Edkey, Inc., an Arizona nonprofit corporation and Choice Education and Development Corporation, an Arizona nonprofit corporation, hereby adopt the following Articles of Merger to merge Edkey, Inc. with and into Choice Education and Development Corporation, with Choice Education and Development Corporation being the corporation surviving the merger (the "Merger");

FIRST: The Plan of Merger is being simultaneously filed with the Arizona Corporation Commission.

SECOND: The names of the corporations that are the parties to this merger are Edkey, Inc., an Arizona nonprofit corporation, and Choice Education and Development Corporation, an Arizona nonprofit corporation (the "Surviving Corporation").

THIRD: The known place of business of the Surviving Corporation, is 1460 S. Home, Ste. 632, Mesa, AZ 85204.

FOURTH: The name and address of the statutory agent of the Surviving Corporation is Patric R. Greer, 1460 S. Home, Mesa, AZ 85204-5760.

FIFTH: The Articles of Incorporation of the Surviving Corporation, shall remain in full force and effect, except, however, Article 1 of such Articles of Incorporation is hereby amended in its entirety to read as follows:

"Article 1: Name. The name of the Corporation is Edkey, Inc."

SIXTH: The Board of Directors of each party to the Merger approved the Merger, and the Plan of Merger at meetings duly called and properly held on March 9, 2012.

SEVENTH: Both parties to the Merger are Arizona nonprofit corporations with no members. Accordingly, no vote of shareholders or members is required.

EIGHTH: The Merger shall be effective as of 11:59 p.m. on June 30, 2012.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 7 day of June, 2012.

EDKEY, INC.

By: [Signature]
Name: Patric R. Greer
Title: Secretary / Treasurer

CHOICE EDUCATION AND
DEVELOPMENT CORPORATION

By: [Signature]
Name: Ron McNeil
Title: PRESIDENT

STATE OF ARIZONA



Office of the CORPORATION COMMISSION

I, Ernest G. Johnson, Executive Director of the Arizona Corporation Commission, do hereby certify that the attached copy of the following document:

ARTICLES OF AMENDMENT AND MERGER

consisting of 4 pages, is a true and complete copy of the original of said document on file with this office for:

EDKEY, INC.
ACC file number: -1031712-7

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date: June 22, 2012.



Ernest G. Johnson

Executive Director

By: *Ratib Nasich*

Ratib Nasich