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STATE OF ALABAMA)
)
COUNTY OF SHELBY)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LEARNING THROUGH SPORTS, INC.**


TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

Learning Through Sports, Inc., an Alabama corporation (the "Corporation"), hereby submits the following information required by Ala. Code § 10A-2-10.07 and attests that the facts stated herein are true and correct:

1. The name of the Corporation is Learning Through Sports, Inc.
2. As of May 30, 2013, the Corporation had one (1) class of stock with Three Million Six Hundred Ninety-Five Thousand Five Hundred Eighty-Six (3,695,586) shares outstanding, with each share possessing one vote.
3. On May 30, 2013, Three Million Six Hundred Ninety-Five Thousand Five Hundred Eighty-Six (3,695,586) votes were cast in favor of the approval of the amendment and restatement of the Articles of Incorporation. Such vote was sufficient for approval by the shareholders.
4. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety and now read as follows:

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation is: Learning Through Sports, Inc.


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ARTICLE II

OBJECTS AND PURPOSES

The nature of the Corporation's business, and its objects, purposes and powers are as follows:

1. To engage in the general business of education services and any and all permissible related activities;
2. To purchase, subscribe for, acquire, own, hold, sell, exchange, assign, transfer, mortgage, pledge, hypothecate or otherwise transfer or dispose of stock, scrip, warrants, rights, bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of any state, or any bonds or evidences of indebtedness of the United States or any state, district, territory, dependency or county or subdivision or municipality thereof, and to issue and exchange therefore cash, capital stock, bonds, notes or other securities, evidences of indebtedness, or obligations of the Corporation and while the owner thereof to exercise all rights, powers, and privileges of ownership, including the right to vote on any shares of stock, voting trust certificates or other instruments so owned; and
3. To transact any business, to engage in any lawful act or activity, and to exercise all powers permitted to corporations by the Alabama Business Corporation Law and federal law, as each may be amended from time to time.

The enumeration herein of the objects and purposes of the Corporation shall not be deemed to exclude or in any way limit by inference any powers, objects, or purposes which the Corporation is empowered to exercise, whether expressly by purpose, or by any of the laws of the State of Alabama or any reasonable construction of such laws.

ARTICLE III

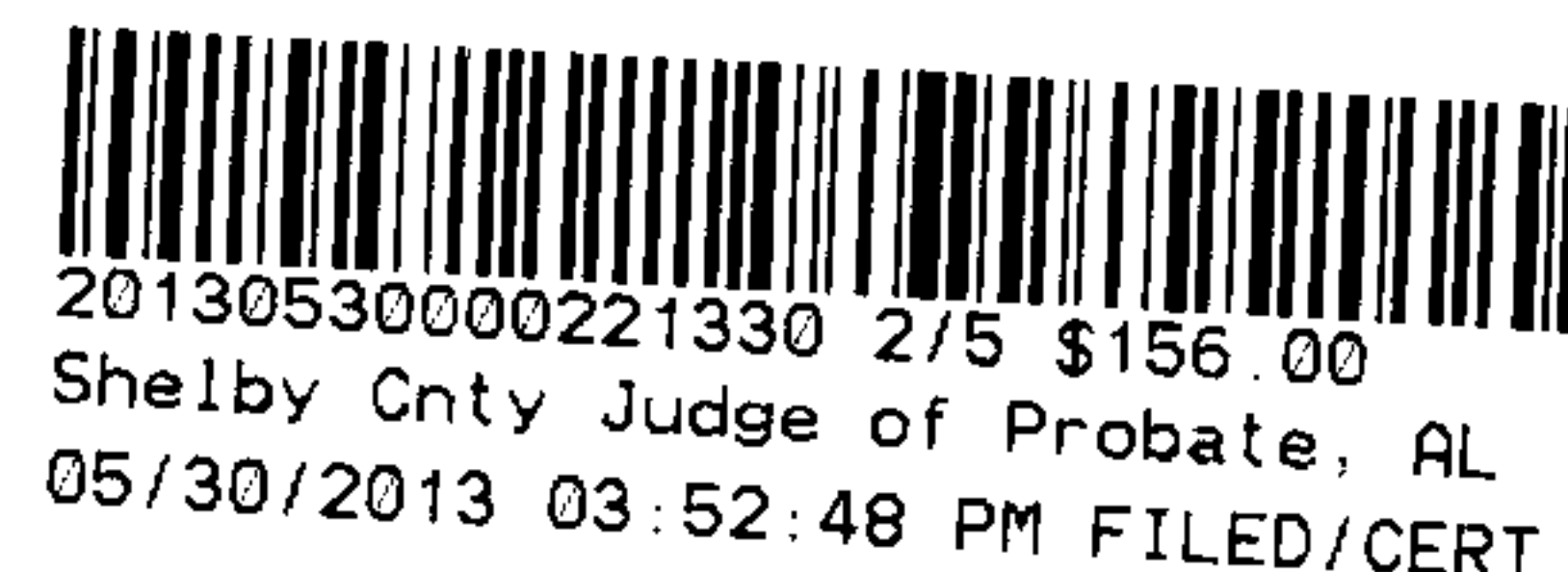
LOCATION OF REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered agent are Brian M. Shulman, 1063 Narrows Way, Suite 200, Birmingham, Alabama 35242.

ARTICLE IV

INCORPORATOR

The name and mailing address of the incorporator are Brian M. Shulman, 1063 Narrows Way, Suite 200, Birmingham, Alabama 35242.



ARTICLE V
CAPITAL STOCK

- (a) The aggregate number of shares of stock which the Corporation shall have authority to issue is Ten Thousand (10,000) shares, divided into (i) Seven Thousand (7,000) shares of voting common stock, par value \$.01 per share, and (ii) Three Thousand (3,000) shares of non-voting common stock, par value \$.01 per share. Other than voting rights, there shall be no distinction whatsoever in the respective rights of the holders of the voting and non-voting stock, including, but not limited to, rights to distributions, which shall be made on a pro rata basis.
- (b) Effective as of May 30, 2013, all Three Million Six Hundred Ninety-Five Thousand Five Hundred Eighty-Six (3,695,586) shares of the issued common stock of the Corporation shall be converted into the aggregate of One Thousand (1,000) shares of common stock of the Corporation, divided into (i) Seven Hundred (700) shares of common voting stock, par value \$.01 per share, and (ii) Three Hundred (300) shares of non-voting common stock, par value \$.01 per share. The sole shareholder of record as of May 30, 2013, shall tender his stock certificate(s) for cancellation in exchange for new stock certificates consistent with the foregoing ratio.

ARTICLE VI
BOARD OF DIRECTORS

The number of initial directors constituting the Board of Directors of the Corporation is one (1) and the name and address of the person who is to serve as the director until his successor or successors are elected and qualified are as follows:

DIRECTOR

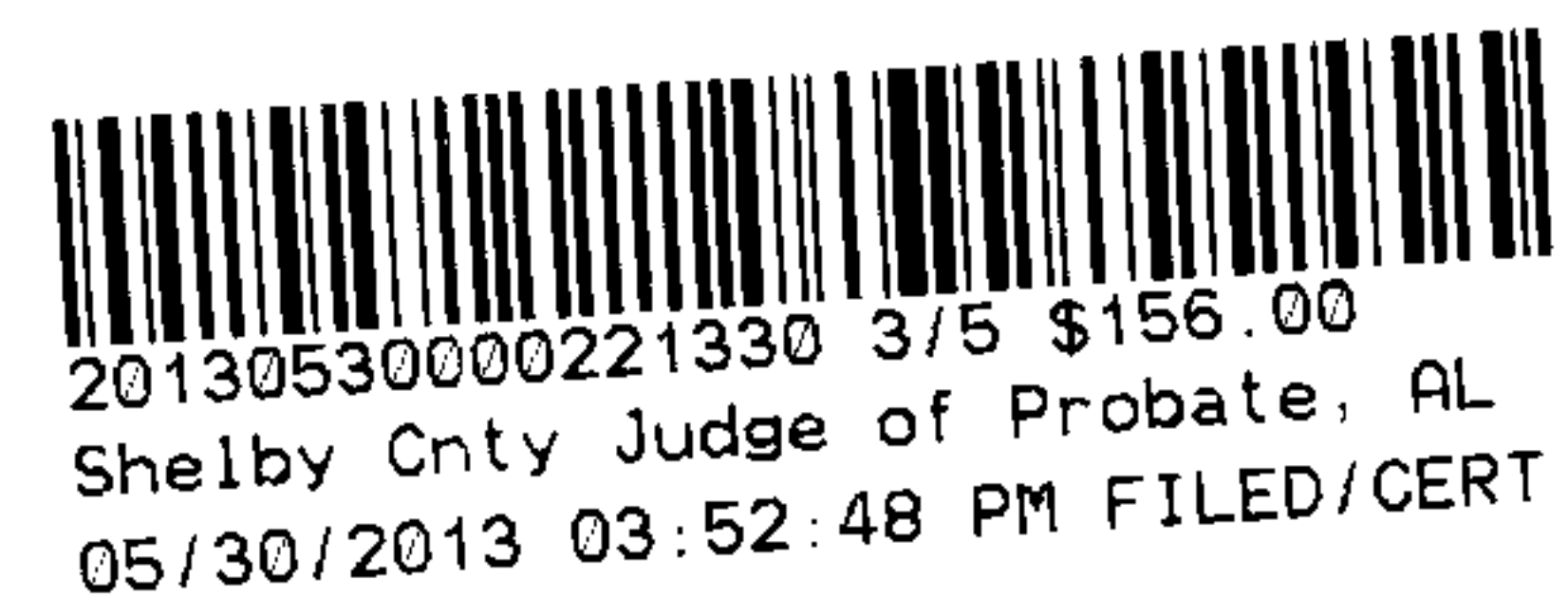
Brian M. Shulman

ADDRESS

1063 Narrows Way, Suite 200
Birmingham, Alabama 35242

ARTICLE VII
ELECTIONS OF DIRECTORS

Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.



ARTICLE VIII
BYLAWS

The Board of Directors of the Corporation is authorized to adopt, amend or repeal the bylaws of the Corporation, except as otherwise specifically provided therein.

ARTICLE IX
STOCK PURCHASES

The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the Corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the Corporation available therefor. The shareholders of the Corporation shall not have preemptive rights to acquire the Corporation's unissued shares.

ARTICLE X
LIABILITY OF DIRECTORS

The corporation shall, to the fullest extent legally permissible under the provisions of the Alabama Business and Nonprofit Entities Code, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions 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 or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

ARTICLE XI
AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation as the same may from time to time be in effect in the manner now or hereafter prescribed by law, and all rights conferred on shareholders or others hereunder are subject to such reservation.

IN WITNESS WHEREOF, the undersigned Corporation has caused these Amended and Restated Articles of Incorporation to be executed in its name and on its behalf by its President, duly authorized, as of this 30th day of May, 2013.

LEARNING THROUGH SPORTS, INC.

By: Brian M. Shulman

Name: Brian M. Shulman

Its: President

