

Delaware

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The First State

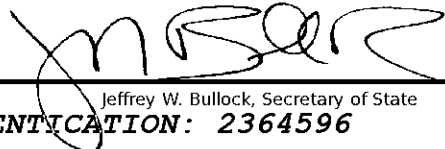
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PARELLI EDUCATION INSTITUTE, INC.", CHANGING ITS NAME FROM "PARELLI EDUCATION INSTITUTE, INC." TO "PARELLI FOUNDATION INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF MAY, A.D. 2015, AT 1:05 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2364596

DATE: 05-11-15

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
PARELLI EDUCATION INSTITUTE, INC.**

Under Section 242 of the Delaware General Business Law

Pursuant to the provisions of Section 242 of the Delaware General Corporation Law, the undersigned, being an authorized person of the Corporation, hereby certifies and sets forth as follows:

FIRST: The name of the Corporation is Parelli Education Institute, Inc. (the "Corporation").

SECOND: The Certificate of Incorporation of the Corporation was filed by the Secretary of State on the 5th day of March, 2012.

THIRD: The Certificate of Incorporation is hereby amended to change the name of the Corporation pursuant to Section 242 of the General Corporation Law. Section "FIRST" is hereby amended as follows:

FIRST: The name of the Corporation is Parelli Foundation Inc.

FOURTH: By majority vote of the Board of Directors, the Directors authorized the amendment above in accordance with the provisions of Section 141 of the General Corporation Law of the State of Delaware.

FIFTH: The aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned President has caused this Certificate of Amendment to be executed this 7th day of May, 2015.

/s/ Lori Northrup

Name: Lori Northrup
Title: President