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CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

MAY - 1 2009

AMERICAN ZHU KEZHEN EDUCATION FOUNDATION
a California Nonprofit Public Benefit Corporation.

Keqin Gu and Jicheng Ye do hereby certify:

1. That Keqin Gu is the President and Jicheng Ye is the Secretary of American Zhu Kezhen Education Foundation, a California Nonprofit Public Benefit Corporation.
2. That Article I of the Articles of Incorporation of this corporation shall be amended to read as follows:
"The name of this corporation is Zhejiang University Education Foundation (USA)."
3. That said amendment of the Articles of Incorporation has been duly approved by the Board of Directors.
4. That this corporation has no members.

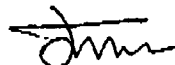
The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of his or her own knowledge.

Executed at Edwardsville, Illinois on April 28, 2009.



Keqin Gu
President

Executed at Cupertino, California on April 28, 2009.



Jicheng Ye
Secretary

ARTICLES OF INCORPORATION**AMERICAN ZHU KEZHEN EDUCATION FOUNDATION
a California Nonprofit Public Benefit Corporation****ENDORSED - FILED**
In the office of the Secretary of State
of the State of California
MAY 15 1995

BILL JONES, Secretary of State

I

The name of this corporation is American Zhu Kezhen Education Foundation.

II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation law for charitable purposes.

B. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States internal revenue law. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and this corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Roy H. Ikeda, Esq.
c/o Crosby, Heafey, Roach & May
1999 Harrison Street
Oakland, CA 94614

IV

A. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office except as provided in Section 502(h) of the Internal Revenue Code of 1986.

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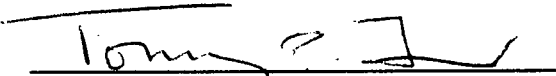
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B. All corporate property is irrevocably dedicated to the purposes set forth in Article II, above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

C. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations and liabilities of this corporation, the remaining assets of this corporation shall be distributed to such organization or organizations organized and operated exclusively for charitable purposes which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law and which have established their tax-exempt status under Section 23701d of the California Revenue and Taxation Code or the corresponding section of any future California revenue and tax law.

Dated: May 5, 1995



Tom Y.C. Tang
Incorporator



Kwang-Chu Chao
Incorporator