

Delaware

The First State

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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 ON FILE OF "ASPEN GROUP, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE NINTH DAY OF FEBRUARY, A.D. 2012, AT 1:43 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE FOURTEENTH DAY OF FEBRUARY, A.D. 2012, AT 6:51 O`CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE FIFTEENTH DAY OF FEBRUARY, A.D. 2012, AT 7:11 O`CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-SECOND DAY OF JANUARY, A.D. 2013, AT 8:37 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTIETH DAY OF SEPTEMBER, A.D. 2014, AT 1:01 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE SIXTH DAY OF DECEMBER, A.D. 2016, AT 4:35 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

5107517 8100H
SR# 20191591908

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

Authentication: 202347310
Date: 02-28-19

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The First State

*CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SIXTH
DAY OF OCTOBER, A.D. 2017, AT 3:43 O`CLOCK P.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "ASPEN GROUP, INC."*




Jeffrey W. Bullock, Secretary of State

5107517 8100H
SR# 20191591908

Authentication: 202347310
Date: 02-28-19

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

**CERTIFICATE OF INCORPORATION
OF
ASPEN GROUP, INC.**

1. The name of the corporation is Aspen Group, Inc. (the "Company").
2. The name and address of its registered office in the State of Delaware, County of New Castle, is Vcorp Services, LLC, 1811 Silverside Road, Wilmington, Delaware 19810.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.
4. The total number of shares of stock of all classes and series the Company shall have authority to issue is 65,000,000 shares consisting of (i) 60,000,000 shares of common stock, par value of \$0.001 per share and (ii) 5,000,000 shares of preferred stock, par value \$0.001 with such rights, preferences and limitations as may be set from time to time by resolution of the board of directors and the filing of a certificate of designation as required by the Delaware General Corporation Law.
5. The name and mailing address of the incorporator is as follows:

Michael D. Harris
3507 Kyoto Gardens Drive
Suite 320
Palm Beach Gardens, FL 33410
6. The Company is to have perpetual existence. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, amend, alter or repeal the bylaws of the Company.
7. Elections of directors need not be by written ballot unless the bylaws of the Company shall so provide.
8. Meetings of shareholders may be held within or without the State of Delaware as the bylaws may provide. The books of the Company may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the bylaws of the Company.
9. The Company reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

10. No director of this Company shall be personally liable to the Company or its shareholders for monetary damages for breach of fiduciary duty as a director. Nothing in this paragraph shall serve to eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to this Company or its shareholders, (b) for acts or omissions not in good faith or which involves intentional misconduct or a knowing violation of law, (c) under Section 174 of the Delaware General Corporation Law, or (d) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval by the shareholders of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Company shall not adversely affect any right or protection of a director of the Company existing at the time of such repeal or modification.

11. (a) Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding (except as provided in Section 11 (f)) whether civil, criminal or administrative, (a "Proceeding"), or is contacted by any governmental or regulatory body in connection with any investigation or inquiry (an "Investigation"), by reason of the fact that he or she is or was a director or executive officer (as such term is utilized pursuant to interpretations under Section 16 of the Securities Exchange Act of 1934) of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (an "Indemnitee"), whether the basis of such Proceeding or Investigation is alleged action in an official capacity or in any other capacity as set forth above shall be indemnified and held harmless by the Company to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Company to provide broader indemnification rights than such law permitted the Company to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such Indemnitee in connection therewith and such indemnification shall continue as to an Indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the Indemnitee's heirs, executors and administrators. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Company the expenses incurred in defending any such Proceeding in advance of its final disposition (an "Advancement of Expenses"); provided, however, that an Advancement of Expenses shall be made only upon delivery to the Company of an undertaking, by or on behalf of such Indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Indemnitee is not entitled to be indemnified for such expenses under this Section or otherwise (an "Undertaking").

(b) If a claim under paragraph (a) of this Section is not paid in full by the Company within 60 days after a written claim has been received by the Company, except in the case of a claim for an Advancement of Expenses, in which case the applicable period shall be 20 days, the Indemnitee may at any time thereafter bring suit against the Company to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Company to recover an Advancement of Expenses pursuant to the terms of an Undertaking, the Indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In

- (i) any suit brought by the Indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the Indemnitee to enforce a right to an Advancement of Expenses) it shall be a defense that, and
- (ii) any suit by the Company to recover an Advancement of Expenses pursuant to the terms of an Undertaking the Company shall be entitled to recover such expenses upon a final adjudication that,

the Indemnitee has not met the applicable standard of conduct set forth in the Delaware General Corporation Law. Neither the failure of the Company (including its board of directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such suit that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Company (including its board of directors, independent legal counsel, or its shareholders) that the Indemnitee has not met such applicable standard of conduct or, in the case of such a suit brought by the Indemnitee, be a defense to such suit. In any suit brought by the Indemnitee to enforce a right hereunder, or by the Company to recover an Advancement of Expenses pursuant to the terms of an undertaking, the burden of proving that the Indemnitee is not entitled to be indemnified or to such Advancement of Expenses under this Section or otherwise shall be on the Company.

(c) The rights to indemnification and to the Advancement of Expenses conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, this certificate of incorporation, bylaw, agreement, vote of shareholders or disinterested directors or otherwise.

(d) The Company may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Company or another

corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Company would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

(e) The Company may, to the extent authorized from time to time by the board of directors, grant rights to indemnification and to the Advancement of Expenses, to any employee or agent of the Company to the fullest extent of the provisions of this Section with respect to the indemnification and Advancement of Expenses of directors, and executive officers of the Company.

(f) Notwithstanding the indemnification provided for by this Section 11, the Company's bylaws, or any written agreement, such indemnity shall not include any expenses incurred by such Indemnitees relating to or arising from any Proceeding in which the Company asserts a direct claim against an Indemnitee, or an Indemnitee asserts a direct claim against the Company, whether such claim is termed a complaint, counterclaim, crossclaim, third-party complaint or otherwise.

11. This Certificate of Incorporation and the internal affairs of the Company shall be governed by and interpreted under the laws of the State of Delaware, excluding its conflict of laws principles. Unless the Company consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Company, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director or officer (or affiliate of any of the foregoing) of the Company to the Company or the Company's shareholders, (iii) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law or the Company's Certificate of Incorporation or Bylaws, or (iv) any other action asserting a claim arising under, in connection with, and governed by the internal affairs doctrine.

12. All action by holders of the Company's outstanding voting securities shall be taken at an annual or special meeting of the shareholders following notice as provided by law or in the Bylaws and shareholders of the Company shall not have the power to act by means of written consent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation as of the 9th day of February 2012.

ASPEN GROUP, INC.

By: /s/ Don Ptalis
Don Ptalis, Chief Executive Officer

STATE of DELAWARE
CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION
OF
ASPEN GROUP, INC.

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of ASPEN GROUP, INC. (the "Corporation") resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing Articles thereof numbered Fourth relating to the authorized shares of the Corporation so that, as amended, said Article shall be read as follows:

"FOURTH:

The total number of shares of stock of all classes and series the Company shall have authority to issue is 130,000,000 shares consisting of (i) 120,000,000 shares of common stock, par value of \$0.001 per share and (ii) 10,000,000 shares of preferred stock, par value \$0.001 with such rights, preferences and limitations as may be set from time to time by resolution of the board of directors and the filing of a certificate of designation as required by the Delaware General Corporation Law.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

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

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 14th day of February, 2012.

/s/ Don Ptalis
Don Ptalis, Chief Executive Officer

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is ASPEN GROUP, INC., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is ELITE NUTRITIONAL BRANDS, INC., a Florida corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware, as attached hereto as Exhibit A.

THIRD: The name of the surviving corporation is ASPEN GROUP, INC., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation. (If amendments are affected please set forth)

FIFTH: The authorized stock and par value of the non-Delaware corporation is 300,000,000 common shares with a par value of \$0.0001.

SIXTH: The merger is to become effective on February 15, 2012.

SEVENTH: The Agreement of Merger is on file at 301 Kindermack Road Suite A-2, Westwood, NJ 07675, an office of the surviving corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 15th day of February, A.D., 2012.

By: /s/ Don Ptalis
Authorized Officer

Name: Don Ptalis
Print or Type

Title: CEO

EXHIBIT A

AGREEMENT AND PLAN OF MERGER
By and Between
ASPEN GROUP, INC.
and
ELITE NUTRITIONAL BRANDS, INC.

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan") is adopted as February 15, 2012, by and between Elite Nutritional Brands, Inc., a Florida corporation ("Elite Nutritional Brands"), and Aspen Group, Inc., a Delaware corporation and a wholly owned subsidiary of Elite Nutritional Brands ("Aspen Group").

WHEREAS, Elite Nutritional Brands is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, Aspen Group is a corporation duly organized and existing under the laws of the State of Delaware;

WHEREAS, as of the date hereof, Elite Nutritional Brands has authority to issue 300,000,000 shares consisting of 300,000,000 shares of common stock, \$0.0001 par value per share ("Florida Common Stock"), of which 122,400,000 shares are issued and outstanding;

WHEREAS, as of the date hereof, Aspen Group has authority to issue 125,000,000 shares consisting of 120,000,000 shares of common stock, \$0.001 par value per share ("Delaware Common Stock"), of which Ten shares are issued and outstanding, and 10,000 shares of preferred stock par value \$0.001 per share ("Delaware Preferred Stock"); none of which shares of Delaware Preferred Stock are issued and outstanding;

WHEREAS, on the date hereof, the Ten shares of Delaware Common Stock issued and outstanding are owned by Elite Nutritional Brands;

WHEREAS, the respective boards of directors of Aspen Group and Elite Nutritional Brands have determined that, for the purpose of effecting the reincorporation of Elite Nutritional Brands in the State of Delaware, it is advisable and in the best interests of such corporations and their respective shareholders that Elite Nutritional Brands merge with and into Aspen Group upon the terms and conditions herein provided;

WHEREAS, the respective boards of directors of Aspen Group and Elite Nutritional Brands have approved this Plan; and

WHEREAS, the respective shareholders of Aspen Group and Elite Nutritional Brands have approved this Plan.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Elite Nutritional Brands and Aspen Group hereby agree to merge as follows:

1. Merger. Subject to the terms and conditions hereinafter set forth, Elite Nutritional Brands shall be merged with and into Aspen Group, with Aspen Group to be the surviving corporation in the merger (the "Merger"). The Merger shall be effective on the later of the date and time (the "Effective Time") that a properly executed certificate of merger consistent with the terms of this Plan and Section 252 of the Delaware General Corporation Law (the "DGCL") is filed with the Secretary of State of Delaware or articles of merger are filed with the Secretary of the State of Florida.
2. Principal Office of Aspen Group. The address of the principal office of Aspen Group is 301 Kindermack Road, Suite A-2, Westwood, NJ 07675.
3. Corporate Documents. The Articles of Incorporation of Aspen Group, as in effect immediately prior to the Effective Time, shall continue to be the Articles of Incorporation of Aspen Group as the surviving corporation without change or amendment until further amended in accordance with the provisions thereof and applicable

law. The Bylaws of Aspen Group, as in effect immediately prior to the Effective Time, shall continue to be the Bylaws of Aspen Group as the surviving corporation without change or amendment until further amended in accordance with the provisions thereof and applicable law.

4. Directors and Officers. The directors and officers of Elite Nutritional Brands at the Effective Time shall be and become directors and officers, holding the same titles and positions, of Aspen Group at the Effective Time, and after the Effective Time shall serve in accordance with the Bylaws of Aspen Group.
5. Succession. At the Effective Time, Aspen Group shall succeed to Elite Nutritional Brands in the manner of and as more fully set forth in Section 259 of the DGCL and as set forth under Florida law.
6. Further Assurances. From time to time, as and when required by Aspen Group or by its successors and assigns, there shall be executed and delivered on behalf of Elite Nutritional Brands such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to confer of record or otherwise in Aspen Group the title to and possession of all the interests, assets, rights, privileges, immunities, powers, franchises and authority of Elite Nutritional Brands, and otherwise to carry out the purposes and intent of this Plan, and the officers and directors of Aspen Group are fully authorized in the name and on behalf of Elite Nutritional Brands or otherwise to take any and all such actions and to execute and deliver any and all such deeds and other instruments.
7. Common Stock of Elite Nutritional Brands. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof each 2.5 shares of Florida Common Stock outstanding immediately prior thereto shall be changed and converted automatically into one fully paid and nonassessable share of Delaware Common Stock. All fractional shares shall be rounded up.
8. Stock Certificates. At and after the Effective Time, all of the outstanding certificates which prior to that time represented shares of Florida Common Stock shall be deemed for all purposes to evidence ownership of and to represent shares of Delaware Common Stock into which the shares of the Florida Common Stock, represented by such certificates have been converted as herein provided. The registered owner on the books and records of Elite Nutritional Brands or its transfer agent of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or otherwise accounted for to Aspen Group or its transfer agent, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of Florida Common Stock.
9. Options; Warrants. Each option, warrant or other right to purchase 2.5 shares of Florida Common Stock, which are outstanding at the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become an option, warrant or right to purchase, respectively, one share of Delaware Common Stock as the case may be at an exercise or purchase price per share equal to the exercise or purchase price applicable to the option, warrant or other right to purchase Florida Common Stock.
10. Common Stock of Aspen Group. At the Effective Time, the previously outstanding Ten shares of Florida Common Stock registered in the name of Elite Nutritional Brands shall, by reason of the Merger, be reacquired by Aspen Group, shall be retired and shall resume the status of authorized and unissued shares of Florida Common Stock, and no shares of Florida Common Stock or other securities of Aspen Group shall be issued in respect thereof.
11. Amendment. The Boards of Directors of Elite Nutritional Brands and Aspen Group may amend this Plan at any time prior to the Merger, provided that an amendment made subsequent to the adoption of the Plan by the sole shareholder of Aspen Group or the stockholders of Elite Nutritional Brands shall not (i) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for the Delaware Common Stock or Delaware Preferred Stock, (ii) alter or change any term of the articles of incorporation of Aspen Group, as the surviving corporation to the Merger, or (iii) alter or change any of the terms and conditions of the Plan if such alteration or change would adversely affect the holders of Delaware Common Stock or Delaware Preferred Stock.

12. Abandonment. At any time before the Effective Time, this Plan may be terminated and the Merger contemplated hereby may be abandoned by the Board of Directors of either Elite Nutritional Brands or Aspen Group or both, notwithstanding approval of this Plan by the sole shareholder of Aspen Group or the stockholders of Elite Nutritional Brands, or both.
13. Rights and Duties of Aspen Group. At the Effective Time and for all purposes the separate existence of Elite Nutritional Brands shall cease and shall be merged with and into Aspen Group which, as the surviving corporation, shall thereupon and thereafter possess all the rights, privileges, immunities, licenses and franchises (whether of a public or private nature) of Elite Nutritional Brands; and all property (real, personal and mixed), all debts due on whatever account, all choices in action, and all and every other interest of or belonging to or due to Elite Nutritional Brands shall continue and be taken and deemed to be transferred to and vested in Aspen Group without further act or deed; and the title to any real estate, or any interest therein, vested in Elite Nutritional Brands shall not revert or be in any way impaired by reason of such Merger; and Aspen Group shall thenceforth be responsible and liable for all the liabilities and obligations of Elite Nutritional Brands; and, to the extent permitted by law, any claim existing, or action or proceeding pending, by or against Elite Nutritional Brands may be prosecuted as if the Merger had not taken place, or Aspen Group may be substituted in the place of such corporation. Neither the rights of creditors nor any liens upon the property of Elite Nutritional Brands shall be impaired by the Merger. If at any time Aspen Group shall consider or be advised that any further assignment or assurances in law or any other actions are necessary or desirable to vest the title of any property or rights of Elite Nutritional Brands in Aspen Group according to the terms hereof, the officers and directors of Aspen Group are empowered to execute and make all such proper assignments and assurances and do any and all other things necessary or proper to vest title to such property or other rights in Aspen Group, and otherwise to carry out the purposes of this Plan.
14. Consent to Service of Process. Aspen Group hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Elite Nutritional Brands, as well as for enforcement of any obligation of Aspen Group arising from the Merger. Aspen Group hereby irrevocably appoints the Secretary of State of the State of Delaware and the successors of such officer its attorney in fact in the State of Delaware upon whom may be served any notice, process or pleading in any action or proceeding against it to enforce against Aspen Group any obligation of Elite Nutritional Brands. In the event of such service upon the Secretary of State of the State of Delaware or the successors of such officer, such service shall be mailed to the principal office of Aspen Group at 301 Kinderkamack Road, Suite A-2, Westwood, NJ 07675.

IN WITNESS WHEREOF, this Agreement and Plan of Merger, having first been duly approved by resolution of the Boards of Directors of Elite Nutritional Brands and Aspen Group, has been executed on behalf of each of said two corporations by their respective duly authorized officers.

ELITE NUTRITIONAL BRANDS, INC.
a Florida corporation

By: /s/ Don Ptalis
Don Ptalis, CEO

ASPEN GROUP, INC.
a Delaware corporation

By: /s/ Don Ptalis
Don Ptalis, CEO

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

Aspen Group, Inc. (the "Company"), a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

FIRST: That at a meeting of the Board of Directors of the Company resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of the Company, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of the Company be amended by changing the Fourth Article thereof so that, as amended, said Article shall be and read as follows:

The total number of shares of stock of all classes and series the Company shall have authority to issue is 260,000,000 shares consisting of (i) 250,000,000 shares of common stock, par value of \$0.001 per share and (ii) 10,000,000 shares of preferred stock, par value \$0.001 with such rights, preferences and limitations as may be set from time to time by resolution of the board of directors and the filing of a certificate of designation as required by the Delaware General Corporation Law.


SECOND: That thereafter, pursuant to resolution of its Board of Directors, a meeting of the stockholders of the Company was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute and by the Certificate of Incorporation were voted in favor of the amendment.

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

Signature Page Follows

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of this 30th day of September, 2014.

ASPEN GROUP, INC.

By: 

Name: Michael Mathews

Title: Chief Executive Officer and Director

AMENDMENT TO
CERTIFICATE OF INCORPORATION

Aspen Group, Inc. (the "Company"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law"), hereby certifies as follows:

1. Pursuant to Sections 242 and 228 of the Delaware General Corporation Law, the amendment herein set forth has been duly approved by the Board of Directors and holders of a majority of the outstanding capital stock of the Company.

2. The Certificate of Incorporation is amended by replacing the entirety of Section 4 with the following:

"The total number of shares of stock of all classes and series the Company shall have authority to issue is 260,000,000 shares consisting of (i) 250,000,000 shares of common stock, par value of \$0.001 per share and (ii) 10,000,000 shares of preferred stock, par value \$0.001 with such rights, preferences and limitations as may be set from time to time by resolution of the board of directors and the filing of a certificate of designation as required by the Delaware General Corporation Law. As of 9:00 a.m. Eastern Standard Time on December 14, 2016 (the "Effective Time") pursuant to the Delaware General Corporation Law of this Certificate of Amendment to the Certificate of Incorporation of the Corporation, each twelve (12) shares of Common Stock either issued and outstanding or held by the Corporation in treasury stock immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock (the "Reverse Stock Split"). No fractional shares shall be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares of Common Stock shall be entitled to receive cash (without interest or deduction) from the Corporation's transfer agent in lieu of such fractional share interests upon the submission of a transmission letter by a stockholder holding the shares in book-entry form and, where shares are held in certificated form, upon the surrender of the stockholder's Old Certificates (as defined below), in an amount equal to the product obtained by multiplying (a) the closing price per share of the Common Stock as reported on the principal market for the Corporation's common stock as of the date of the Effective Time, by (b) the fraction of one share owned by the stockholder. Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("Old Certificates"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above."

3. This Certificate of Amendment to Certificate of Incorporation was duly adopted and approved by the shareholders of the Company on the 17th day of November, 2016 in accordance with Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Certificate of Incorporation as of the 6th day of December, 2016.

ASPEN GROUP, INC.

By 
Michael Mathews
Chief Executive Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:43 PM 10/06/2017
FILED 03:43 PM 10/06/2017
SR 20176516277 - File Number 5107517

STATE OF DELAWARE
CERTIFICATE OF CHANGE OF REGISTERED AGENT
AND/OR REGISTERED OFFICE

The corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Aspen Group, Inc.

2. The Registered Office of the corporation in the State of Delaware is changed to 3411 Silverside Road Tatnall Building #104
(street), in the City of Wilmington
County of New Castle Zip Code 19810. The name of the Registered Agent at such address upon whom process against this Corporation may be served is Corporate Creations Network Inc.

3. The foregoing change to the registered office/agent was adopted by a resolution of the Board of Directors of the corporation.



By: _____
Authorized Officer

Name: Lauren Vadney, Special Secretary
Print or Type

BEACON Entity Manager by Corporate Creations

Our clients love BEACON Entity Manager, the Corporate Creations online database system for entity management, litigation management, matter management, document management, vendor payment management and corporate compliance management. Our system is fast, intuitive, secure, streamlined and powerful. By clicking CLIENT LOGIN at www.CorporateCreations.com you can access our system. To learn more about our system, please call us.

Corporate Creations continues to grow. Corporate Creations provides registered agent services nationwide for many Fortune 1000 companies, Global 2000 companies and other prominent companies. In addition, Corporate Creations provides registered agent services nationwide for many Am Law 200 law firms, NLJ 250 law firms and their clients. Our services have earned unprecedented acceptance in our industry. We consistently take market share away from our competitors. We provide the best solution at the best price.

**CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF
ASPEN GROUP, INC.**

Pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware, Aspen Group, Inc., a Delaware Corporation (the "Corporation"), in order to amend its Certificate of Incorporation, as amended, hereby certifies as follows:

FIRST: The name of the Corporation is Aspen Group, Inc.

SECOND: That the Board of Directors of the Corporation adopted resolutions setting forth a proposed amendment to the Corporation's Certificate of Incorporation, as amended, declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders, and calling a meeting of the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Board has determined it to be advisable and in the best interests of the Company and its stockholders to amend Section 4 of the Certificate of Incorporation, as amended, of the Company (the "Certificate of Incorporation") by replacing the first sentence of said Section with the following sentence:

The total number of shares of stock of all classes and series the Company shall have authority to issue is 41,000,000 shares consisting of (i) 40,000,000 shares of common stock, par value of \$0.001 per share, and (ii) 1,000,000 shares of preferred stock, par value \$0.001 per share, with such rights, preferences and limitations as may be set from time to time by resolution of the board of directors and the filing of a certificate of designation as required by the Delaware General Corporation Law.

THIRD: That thereafter, pursuant to resolution of the Board of Directors, a special meeting of the stockholders of the Corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

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

28th IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed this
day of June, 2019.

ASPEN GROUP, INC.

By: 

Name: Michael Mathews

Title: Chief Executive Officer