PIMA ROSE ACADEMY, INC.

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BYLAWS

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ARTICLE I - OFFICES

Section 1. The known place of business shall be located in Tucson, Arizona.

Section 2. The corporation may also have offices at such other places both within and without the State as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE II - ANNUAL MEETINGS OF SHAREHOLDERS

Section 1. All meetings of shareholders for the election of directors shall be held in Tucson, Arizona at such place as may be fixed from time to time by the board of directors. Said meetings may also be held at such other place either within or without the State of Arizona as shall be designated from time to time by the board of directors and stated in the notice of meeting.

Section 2. Annual meetings of shareholders, commencing with the year 2011 shall be held on the last in July, and if a holiday, then on the next secular day following, at which meeting they shall elect by a plurality vote a board of directors, and transact such other business as may properly be brought before the meeting.

Section 3. Written or printed notice of the annual meeting stating the place, day and hour of the meeting shall be delivered not less than ten nor more than sixty days, before the date of the meeting, either personally or by mail, by an officer of the corporation at the direction of the person or persons calling the meeting, to each shareholder of record, entitled to vote at such meeting.

ARTICLE III - SPECIAL MEETINGS OF SHAREHOLDERS

Section 1. Special meetings of shareholders for any purpose other than the election of directors may be held at such time and place within or without the State of Arizona as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Special meetings of the shareholders may be called by the president, the board of directors, the holders of not less than one-tenth of all the shares entitled to vote at the meeting, or as provided in A.R.S. §10-810(D).

Section 3. Written or printed notice of a special meeting stating the place, day and hour of

the meeting and the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days, before the date of the meeting, either personally or by mail, by an officer of the corporation at the direction of the person or persons calling the meeting, to each shareholder of record entitled to vote at such meeting.

Section 4. The business transacted at any special meeting of shareholders shall be limited to the purposes stated in the notice.

ARTICLE IV - QUORUM AND VOTING OF STOCK

Section 1. A majority of the shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at all meetings of the shareholders for the transaction of business except as otherwise provided or by the Articles of Incorporation. If, however, such quorum shall not be present or represented at any meeting of the shareholders, a majority of the shares so represented may adjourn the meeting.

Section 2. Business may be conducted once a quorum is present. Unless the vote of a greater number or voting by classes is required by law or the articles of incorporation, the affirmative vote of the majority of the shares then represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Section 3. Each outstanding share of stock, having voting power, shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact.

In all elections for directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares of stock owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates as he may see fit.

Section 4. Any action required to be taken at a meeting of the shareholders or any action which may be taken at a meeting of shareholders may he taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE V - DIRECTORS

Section 1. The number of directors shall be between one and nine. This range may be changed by the affirmative vote of two-thirds of those present (in person or by proxy) at a duly authorized and constituted meeting of the common shareholders. The exact number of directors to serve for a particular term shall be determined by the shareholders at the annual meeting of the

shareholders. The directors, other than the first board of directors, shall be elected at the annual meeting of the shareholders, and each director elected shall serve until the next succeeding annual meeting of the shareholders and until his successor shall have been elected and qualified. A director elected to fill a newly created directorship shall serve until the next succeeding annual meeting of the shareholders and until his successor, if any, shall have been elected and qualified. The first board of directors shall hold office until the first annual meeting of shareholders. If additional directors are elected prior to the first annual meeting of the shareholders, such additional directors shall hold office until the first annual meeting of the shareholders.

Section 2. Any vacancy occurring on the board of directors may be fixed by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors, or by the affirmative vote of a majority of the shareholders. A director elected to fill a vacancy shall be elected for the unexpired portion of the term of his predecessor in office.

Section 3. The business and affairs of the corporation shall be managed by its board of directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the articles of incorporation or by these bylaws directed or required to be exercised or done by the shareholders.

Section 4. The directors may keep the books of the corporation, except such as are required by law to be kept within the state, outside the State of Arizona, at such place or places as they may from time to time determine. A copy of the following records must be kept at the corporation's known place of business or at the office of its agent:

A. Its articles or restated articles of incorporation and all amendments to them currently in effect.

B. Its bylaws or restated bylaws and all amendments to them currently in effect.

C. Resolutions adopted by its board of directors creating one or more classes or series of shares and fixing their relative rights, preferences and limitations, if shares issued pursuant to those resolutions are outstanding.

D. The minutes of all shareholders' meetings and records of all action taken by shareholders without a meeting for the past three years.

E. All written communications to shareholders generally within the past three years including the financial statements furnished for the past three years under §10-1620.

F. A list of the names and business addresses of its current directors and officers.

G. Its most recent annual report delivered to the commission under §10-1622

H. An agreement among shareholders under §10-732.

Section 5. The board of directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers or otherwise.

Section 6. The board shall elect a chairman at its annual meeting. The chairman shall preside over all meetings at which he or she is present. If the chairman is not present, an acting chairman shall be elected on an *ad hoc* basis.

ARTICLE VI - MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meetings of the board of directors, regular or special, may be held either within or without the State of Arizona, and may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to such aforementioned means shall constitute presence in person at such meeting.

Section 2. The first meeting of each newly elected board of directors shall be held at such time and place as shall be fixed by the vote of the shareholders at the annual meeting, or it may convene at such place and time as shall be fixed by the consent in writing of all the directors.

Section 3. Regular meetings of the board of directors may be held upon such notice and at such time and at such place as shall from time to time be determined by the board.

Section 4. Special meetings of the board of directors may be called by the chairman on 10 days' notice to each director, either personally or by mail or by telegram, of the date, time and place of the meeting; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two directors. A waiver of notice signed by a director either before or after the meeting shall be equivalent to the giving of notice.

Section 5. A director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the director at the beginning of the meeting or promptly on his arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 6. A majority of the directors then serving shall constitute a quorum for the transaction of business unless a greater number is required by law or by the articles of incorporation. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute or by the articles of incorporation. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7. Any action required or permitted to be taken at a meeting of the directors may be

taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 8. The board of directors shall meet at least annually. The annual meeting of the board of directors shall follow the annual meeting of the shareholders.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1. The board of directors, by resolution adopted by a majority of the full board of directors, may designate two or more directors to constitute an executive committee, which committee, to the extent provided in such resolution, shall have and exercise all of the authority of the board of directors in the management of the corporation, except as otherwise required by law. Vacancies in the membership of the committee shall be filled by the board of directors. The executive committee shall keep regular minutes of its proceedings and report the same to the board when required.

ARTICLE VIII - NOTICES

Section 1. Whenever, under the provisions of the statutes or of the articles of incorporation, or of these bylaws, notice is required to be given to any director or shareholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail addressed to such director or shareholder at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be delivered at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telegram.

Section 2. Whenever any notice whatever is required to be given under the provisions of the statutes or under the provisions of the articles of incorporation or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX - OFFICERS

Section 1. The officers of the corporation shall be chosen by the board of directors and shall be a president, a vice-president, a secretary, and a treasurer. The board of directors may also appoint additional vice-presidents (to cover specific areas), assistant secretaries, and assistant treasurers. Any two or more offices may be held by the same person, including the offices of president and secretary.

Section 2. The board of directors at its first meeting after each annual meeting of shareholders shall choose a president, a vice-president, a secretary and a treasurer, none of whom need be a member of the board of directors.

Section 3. The board of directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and

perform such duties as shall be determined from time to time by the board of directors.

Section 4. The salaries of all officers and agents of the corporation shall be fixed by the board of directors.

Section 5. The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the board of directors. Any vacancy occurring in any office of the corporation shall be filled by the board of directors.

An officer may resign at any time and the board of directors may remove an officer at any time, with or without cause. The right of the board of directors to remove an officer does not affect the officer's contract right, if any, with the corporation. Nor does an officer's resignation affect the corporation's contract right, if any, with the officer.

Section 6. The president shall be the chief executive officer of the corporation, shall preside at all meetings of the shareholders, shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board of directors are carried into effect.

Section 7. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

Section 8. Other vice-presidents shall perform such duties and have such powers as the board of directors may from time to time prescribe.

Section 9. The secretary shall attend all meetings of the board of directors and all meetings of the shareholders and record all the proceedings of the meetings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the shareholders and meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall have custody of the corporate seal of the corporation, and he, or an assistant secretary or the treasurer, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such assistant secretary or treasurer. The board of directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his signature.

Section 10. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors. The treasurer shall have the authority to affix the corporate seal to any instrument requiring it and when so affixed, it may be attested by his signature.

Section 11. He shall disburse the funds of the corporation as may be ordered by the board of directors and shall render to the president and the board of directors at its regular meetings, or when the board of directors so requires, an account of all his transactions as treasurer and of the financial condition of the corporation.

ARTICLE X - CERTIFICATES FOR SHARES

Section 1. The shares of the corporation shall be represented by certificates signed either manually or by facsimile by the president and the secretary of the corporation, or by the board of directors, and may be sealed with the seal of the corporation or a facsimile thereof.

When the corporation is authorized to issue shares of more than one class there shall be set forth upon the face or back of the certificate, or the certificate shall have a statement that the corporation will furnish to any shareholder upon request and without charge, a full statement of the designations, preferences, limitations, and relative rights of the shares of each class authorized to be issued and if the corporation is authorized to issue any preferred or special class in series, the variations in the relative rights and preferences between the shares of each such series so far as the same have been fixed and determine and the authority of the board of directors to fix and determine the relative rights and preferences of subsequent series.

Section 2. The board of directors may direct a new certificate be issued in place of any certificate theretofore issued by the corporation alleged to have been lost or destroyed. When authorizing such issue of a new certificate, the board of directors, in its discretion and as a condition precedent to the issuance thereof, may prescribe such terms and conditions as it deems expedient and may require such indemnities as it deems adequate, to protect the corporation from any claim that may be made against it with respect to any such certificate alleged to have been lost or destroyed.

Section 3. Upon surrender to the corporation or the transfer agent of the corporation of a certificate representing shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, a new certificate shall be issued to the person entitled thereto, and the old certificate canceled and the transaction recorded upon the books of the corporation.

Sections 4. In order that the corporation may determine the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of shares or for the purpose of any other lawful action, the board of directors may fix, in advance, a record date, which shall not be more than seventy nor less than ten days before the date of such meeting, nor more than seventy days nor less than ten days prior to any such other action.

If no record date is fixed, the record date for determining shareholders entitled to notice of

or to vote at a meeting of shareholders shall be four o'clock in the afternoon on the day before the day on which notice is given, or, if notice is waived, at the commencement of the meeting.

A determination of shareholders of record entitled to notice of or to vote at a meeting of shareholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting and further provided that the adjournment or adjournments do not exceed thirty days in the aggregate.

Section 5. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Arizona.

Section 6. The officer or agent having charge of the stock transfer books for shares shall make available before each meeting of shareholders, a complete record of the shareholders entitled to vote at a shareholders' meeting or any adjournment thereof, with the address of each and the number of shares held by each. Such record shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting for the purposes thereof.

ARTICLE XI - GENERAL PROVISIONS

Section 1. Subject to the provisions of the articles of incorporation relating thereto, if any, and income tax elections, if any, dividends may be declared by the board of directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property or in the corporation's own shares, subject to any provisions of law and of the articles of incorporation. However, a distribution shall not be made if, after giving it effect, either:

A. The corporation would not be able to pay its debts as they become due in the usual course of business.

B. The corporation's total assets would be less than the sum of its total liabilities plus, unless the articles of incorporation permit otherwise, the amount that would be needed, if the corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights on dissolution of shareholders whose preferential rights are superior to those receiving the distribution.

Section 2. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

Section 3. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

Section 4. The fiscal year of the corporation shall be fixed by resolution of the incorporators or the board of directors.

Section 5. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Arizona." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE XII-AMENDMENTS

The power to alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors unless reserved to the shareholders by the articles of incorporation.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of PIMA ROSE ACADEMY, INC., an Arizona Corporation, and the above Bylaws consisting of 9 pages, are the Bylaws of this Corporation by action of the Board.

Dated 1/15/10.

Secretary

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UNANIMOUS CONSENT RESOLUTION OF

THE BOARD OF DIRECTORS

OF

PIMA ROSE ACADEMY, INC.

Pursuant to the provisions of A.R.S. §10-821 and Article VI, §7 of the By-laws of the Corporation, the members of the Board of Directors of PIMA ROSE ACADEMY, INC., an Arizona Corporation, act by unanimous consent resolution on March 15, 2010 as follows:

BOARD OF DIRECTORS

RESOLVED that the following are elected as the officers of the Corporation to serve until the next annual meeting of the Board of Directors and until their successors are elected and qualified:

President	Eugene J. Kinghorn
Vice-President	Kelly Hurtado
Secretary:	Ian Shalek
Treasurer:	Ian Shalek

BYLAWS

RESOLVED that the Bylaws of the Corporation, which has been presented to and reviewed by each Director of the Corporation, which was filed with the Arizona Corporation Commission, shall be and is hereby approved and a copy thereof shall be inserted in the Minutes Book.

ACTIONS BY INCORPORATOR

RESOLVED, that all the acts taken and decisions reached by the Incorporator hereby are, ratified and adopted.

ELECTION OF S STATUS

RESOLVED, that the Corporation elect to be treated as an "S Corporation" pursuant to section 1362(a) of the IRS code of 1986, as amended, and applicable provisions of the Arizona Revised Statutes, and upon approval and acceptance of this election by the shareholders the officers of the Corporation, and each of them, are hereby authorized and directed to execute and file such

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elections and other instruments and take such other actions to making such election.

EXPENSE REIMBURSEMENT

RESOLVED that the Corporation is authorized and directed to pay or reimburse to anyone who advanced the costs of incorporation on the Corporation's behalf, the expenses of incorporation and organization of the Corporation.

YEAR END

RESOLVED, that the year-end for the Corporation shall be December 31st.

ISSUANCE OF COMMON STOCK

RESOLVED: That the Board determines that the fair market value of the Common Stock is $1.00 per share.

RESOLVED FURTHER: That the Company is authorized to sell and issue to the following persons the number of shares of Common Stock listed opposite such persons' names at a purchase price per share of $1.00 on the terms and conditions and for the form of consideration set forth in the agreements listed opposite such persons' names, which agreements shall be entered into in substantially the forms provided to and reviewed by the Board with such changes as may be approved by the officers of the Company, acting on behalf of the Company, with the advice of counsel:

Name	Number of Shares	Purchase Price
KINGHORN LIVING TRUST, U/A 1/29/02, Eugene J. Kinghorn and Catherine Kinghorn	673.2	$673.20
KELLY HURTADO	113.6	$113.60
AMY SCHLESSMAN	69.0	$69.00
CATHLEEN CAPEN	49.4	$49.40

CHAD KINGHORN	49.4	$49.40
SHALEK LIVING TRUST, U/A 1/15/02, Ian E. Shalek and Constance E. Shalek	45.4	$45.40
TOTALS	1,000	$1,000

RESOLVED FURTHER: That the Board determines that the purchase price per share of $1.00 in consideration for the Common Stock issued constitutes full and adequate consideration for the Common Stock, and that such shares will be fully-paid and nonassessable outstanding shares of Common Stock of the Company.

RESOLVED FURTHER: That the officers of the Company in consultation with legal counsel are authorized and directed to execute, verify and file all documents, and to take whatever actions, that are necessary or advisable to comply with all state and federal securities laws.

No further business was considered.

Dated this 15th day of March, 2010.

IAN SHALEK, Secretary

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