

# 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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "EDUCATION MANAGEMENT LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE FIFTEENTH DAY OF MARCH, A.D. 2006, AT 6:08 O'CLOCK P.M.

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "EM SUBSIDIARY 2, LLC" TO "EDUCATION MANAGEMENT LLC", FILED THE FOURTH DAY OF MAY, A.D. 2006, AT 2:17 O'CLOCK P.M.

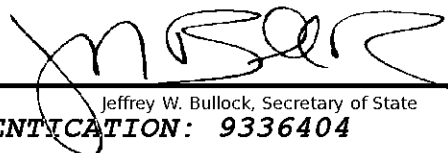
CERTIFICATE OF MERGER, FILED THE FIRST DAY OF FEBRUARY, A.D. 2011, AT 12:19 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "EDUCATION MANAGEMENT LLC".

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9336404

DATE: 02-01-12

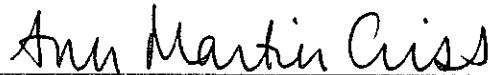
CERTIFICATE OF FORMATION  
OF  
EM SUBSIDIARY 2, LLC  
A Limited Liability Company

**FIRST:** The name of the limited liability company is:

EM Subsidiary 2, LLC

**SECOND:** The address of the limited liability company's registered office in the State of Delaware is 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

**THE UNDERSIGNED**, being the individual forming the limited liability company, has executed, signed and acknowledged this Certificate of Formation this 15th day of March, 2006.



Name: Ann Martin Criss

Title: Authorized Person

**AMENDED AND RESTATED CERTIFICATE OF FORMATION  
OF  
EM SUBSIDIARY 2, LLC**

**Dated as of May 4, 2006**

EM Subsidiary 2, LLC, a Delaware limited liability company (the "Company") formed pursuant to the Delaware Limited Liability Company Act (6 Del. C. §§18-101, *et seq.*) (the "Act") by filing a Certificate of Formation with the Office of the Secretary of the State of Delaware on March 15, 2006, desires to amend and restate the Certificate of Formation in its entirety pursuant to Section 18-208 of the Act to read as follows:

1. The name of the limited liability company formed hereby is Education Management LLC (the "Company").
2. The address of the registered office of the Company in the State of Delaware is c/o 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle, Delaware 19801. The name of the registered agent of the Company is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Formation as of the date first above written.

By:   
Name: Ann Martin Criss  
Title: Authorized Person

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:21 PM 05/04/2006  
FILED 02:17 PM 05/04/2006  
SRV 060419890 - 4126217 FILE

**CERTIFICATE OF MERGER**  
**OF**  
**BROWN MACKIE HOLDING COMPANY**  
**WITH AND INTO**  
**EDUCATION MANAGEMENT LLC**

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Pursuant to Section 264 of the General Corporation  
Law of the State of Delaware and Section 18-209 of the  
Limited Liability Company Act of the State of Delaware

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Education Management LLC, a Delaware limited liability company, which desires to merge with Brown Mackie Holding Company, a Delaware corporation, pursuant to Section 264 of the General Corporation Law of the State of Delaware and Section 18-209 of the Limited Liability Company Act of the State of Delaware (the "Merger"), hereby certifies as follows:

1. The names and jurisdictions of incorporation and formation of the constituent business entities to the Merger (the "Constituent Entities") are as follows:

<u>Name</u>	<u>Jurisdiction of Incorporation or Formation</u>
Brown Mackie Holding Company	Delaware
Education Management LLC	Delaware

2. An Agreement of Merger between the Constituent Entities (the "Agreement") has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with Section 264 of the General Corporation Law of the State of Delaware and Section 18-209 of the Limited Liability Company Act of the State of Delaware.
3. The name of the surviving entity shall be Education Management LLC, a Delaware limited liability company (the "Surviving Entity").
4. The executed Agreement is on file at the principal office of the Surviving Entity. The address of the principal office of the Surviving Entity is 210 Sixth Avenue, 33<sup>rd</sup> Floor, Pittsburgh, Pennsylvania 15222.
5. A copy of the executed Agreement will be furnished by the Surviving Entity, upon request and without cost, to any stockholder or member, as the case may be, of any of the Constituent Entities.

6. The Merger shall become effective upon filing this Certificate of Merger.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed on the 28th day of June, 2010.

**EDUCATION MANAGEMENT LLC**

By: \_\_\_\_\_

Name: Edward H. West

Title: President and Chief Financial  
Officer