

**RESOLUTION OF SIX MINUTES TO SUCCESS, LLC**  
**AMENDING OPERATING AGREEMENT**

**WHEREAS**, the Company has determined that it is in its best interest to amend the Agreement in connection with the management of the Company;

**WHEREAS**, pursuant to Paragraphs 6.7 and 11.3 of the Company's Operating Agreement, or such other applicable provisions of the Agreement, the Operating Agreement may be amended by approval of International Education System, Inc. (IES), holding a majority in interest;

**NOW, THEREFORE, BE IT RESOLVED**, that the Manager and Managing Member of the Company hereby authorizes, approves and adopts amending the Company's Operating Agreement as follows:

**6.4 Number, Appointment, Tenure and Election of Managers, and Appointment of Operating Directors.**

(a) The Managing Member of the Company shall be IES and the Manager of the Company shall be Bob Proctor.

(b) If at any time Bob Proctor is not serving as a Manager, then the Members by a vote of Majority in Interest may determine from time to time the number of Managers who shall serve, but in no instance shall the number be less than one. In addition, the Majority in Interest of the Members shall elect the required number of Managers.

(c) The Manager of the Company herewith appoints the following officers to act in the roles defined and established by the Manager, to wit:

Bob Proctor, Chairman, President and CEO

Sandra Gallagher, Corporate Secretary and CFO

**SCHEDULE A – MEMBERS**

<b>Name, Address</b>	<b>Initial Capital Contribution</b>	<b>Percentage Interest</b>
International Education System, Inc. 8900 East Pinnacle Peak Road Suite D-240 Scottsdale, AZ 85255	U.S. \$510	51%

Harrison Morton  
15016 North 40<sup>th</sup> Lane  
Phoenix, AZ 85053

U.S. \$195

49%

**IN WITNESS WHEREOF**, the parties hereto have executed this Agreement.

Manager of the Company:



Bob Proctor  
November 16, 2011

Majority in Interest of the Company



International Education System, Inc., by Bob Proctor, its Chairman  
November 16, 2011



International Education System, Inc. by Sandra Gallagher, its CEO  
November 16, 2011