

ADDENDUM TO MANAGEMENT AGREEMENT

On January 25, 2011, Accelerated Learning Solutions, Inc., a Tennessee corporation (the "Company"), and Florida High School for Accelerated Learning – Miami-Dade, Inc., a Florida not-for-profit corporation d/b/a North Park High School (the "School") entered into a Management Agreement (the "Agreement").

W I T N E S S E T H

WHEREAS, the parties desire to amend the Agreement to provide for the deferral of fees/costs, if necessary, in order to ensure the financial viability of the School; now, therefore

1. This Addendum shall amend Section 11 of the Agreement, entitled "Fees", by adding new paragraph (c) as follows:

(c) Deferral of Fees/Costs. In order to ensure the financial viability of the School, the Company shall defer its monthly continuing fee (or such portion thereof as may be necessary) until such a point where the School has the ability to pay the continuing fee (or portion thereof) without creating a condition of financial emergency, as defined in Fla. Statutes Section 218.503(1), for the School, based on the actual financial condition of the School. Once the condition of financial emergency no longer exists, payment of the continuing fee, including any deferred amounts, will resume.

2. All Other Conditions and Terms: All conditions and terms of the Agreement executed on January 25, 2011 not specifically amended herein shall remain in full force and effect. In the event of any conflict, this Addendum will supersede all other terms. In the event of ambiguity, the most conservative interpretation consistent with the public interest is intended.

IN WITNESS WHEREOF, the parties hereto have executed this Addendum the day and year first above written.

SCHOOL:

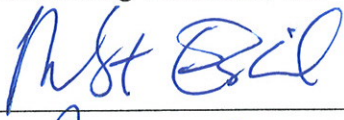
Florida High School for Accelerated Learning-Miami-Dade, Inc.

By:  _____

Title:  _____

COMPANY:

Accelerated Learning Solutions, Inc.

By: 

Title: President