

THIRD AMENDED BYLAWS  
OF  
PCS EDVENTURES!.COM, INC.

ARTICLE I

Offices

The principal office of the Corporation in the State of Idaho shall be located in the City of Boise, County of Ada. The Corporation may have such other offices as the Board of Directors may designate.

The registered office of the Corporation in the State of Idaho, as required by the Idaho Business Corporation Act, may, but need not, be identical with the principal office in the State of Idaho. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Shareholders

Section 1. Annual Meeting. The annual meeting of the shareholders shall be held between June 15 and September 30 of each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute or the Corporation's Articles of Incorporation, may be called by the President or by the Board of Directors. The President shall call a special meeting at the request of the holders of not less than one-fifth (1/5) of all outstanding shares of the Corporation entitled to vote at the meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Idaho, as the place of meeting for the annual meeting or for any special meeting. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either within or without the State of Idaho, as the place for the holding of such meeting. If no designation is made, the place of meeting shall be the principal office of the Corporation in the State of Idaho.

Section 4. Notice of Meeting. Written notice stating the place, day and time of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called

shall, unless otherwise prescribed by statute, be delivered not less than 10 or more than 50 days before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary or the officer or other persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at the shareholder's address as it appears on the stock transfer books of the Corporation, or at such other last known address of which the Corporation may have notice, with postage thereon prepaid.

Section 5. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders, or any adjournment thereof, or shareholders entitled to receive payment of any dividend or in order to make a determination of shareholders for any other proper purpose, the Board of Directors of the Corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, 50 days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than 50 days and, in case of a meeting of shareholders, not less than 10 days prior to the date of which the particular action requiring such determination of shareholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section 6. Voting Record. The officer or agent having charge of the stock transfer books for shares of the Corporation shall have available a complete record of the shareholders entitled to vote at each meeting of shareholders, or any adjournment thereof. Such record shall be produced and kept open at the meeting and shall be subject to the inspection of any shareholder during the meeting.

Section 7. Quorum. A majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy at a meeting, shall constitute a quorum at a meeting of shareholders. The shareholders present at a duly organized and convened meeting where a quorum has been present can continue to do business as a quorum until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum. If a quorum is present, action on any matter (other than election of directors) is approved if the votes cast in favor of the action exceed votes cast in opposition to the matter, unless the vote of the greater number of voting by classes is required by these Bylaws or the Articles of Incorporation.

Section 8. Proxies. At all meetings of shareholders, a shareholder may vote in person or by properly executed written proxy. Such proxy shall be filed with the Secretary of the