

Directed a staff of over 25 people in the design, development, marketing and sales of municipal application software systems. Mr. Bay was personally responsible for the design, sale and implementation of the STARFIRE project – FDNY's newly designed information management system. This was the benchmark by which most fire dispatch and management systems were measured. Also developed were Site Management and Simulation Models (SMSM) providing City officials with clear geographical and incident volume information giving them the ability to relocate firehouses.

- Projects included the design, development and installation of the nation's first wireless data system utilizing the ARDIS network and Motorola KDT 840 devices for the City of New York.
- Marketed and developed wireless prototypes for organizations such as New Jersey Administrative Office of the Courts, EDS, Otis Elevator, Nynex Computer Services, General Mills, US Customs Service, US Secret Service and the US Drug Enforcement Agency.
- Designed and installed an Agent Tracking System for the New York Operations Center of the Federal Bureau of Investigation.

Computil Corporation
Vice President
System Division

Responsible for operations of the Outsourcing and Systems Division.

- Awarded the City of Chicago Outsourcing contract for parking violations and ticketing valued at over \$20 Million Dollars.
- Responsible for the Service Bureau of Court Tickets for over 200 Metropolitan Cities.

Compu-Key Corporation
President & Founder

As President of corporation, designed, marketed and sold a Uniform Construction Code Activity Reporting System (UCCARS) for the State of New Jersey, Department of Community Affairs for installation in over 500 New Jersey towns.

AR Meeker Company
General Manager

Served as Salesman, Sales Manager, and then General Manager in the largest AB Dick Office Products Distributor in the United States with over 160 employees. Mr. Bay became the first salesperson in AB Dick company history to reach the President's Club (top 1% of 1,500 salesmen) the first consecutive five years of employment.

Timothy Brock
Chairman of the Board & Vice President
92 Congress Street
Saratoga Springs, NY 12866

Tim started his career as a Building Automation Salesman in 1976 for Honeywell Inc. In 1981 Tim Co-Founded and became President of Technical Building Services, Inc. (TBS) A Company dedicated to providing Building Automation Systems, Temperature Controls and Building Maintenance to Up-State New York building owners. TBS quickly grew to become, (and still is) the largest independent control company in Up State New York, and Northern New Jersey with over 110 employees. During this time Tim also Co-Founded Uniresource Supply Company, an equipment supply house, and TBS Time Safety, a fire and security company.

In 1992 Tim saw the State laws changing allowing Energy Performance Projects in Municipal facilities. Tim then sold all of his interest in TBS and created a Joint Venture called The Conservation Group, with Conoco, Inc. a subsidiary of Boston Edison, the major utility of Boston Mass. This company was dedicated to providing energy projects in the Northeast.

In 1998 Tim moved The Conservation Group into Atlantic Energy with Tim as 100% owner President and CEO.

Tim also has ownership interests and is CEO of Atlantic Energy Services, Inc. A company providing on going service contracts for co-generation systems.

Dr. Alan McCartney
Chief Operating Officer
87 Fairfield Road
Fairfield, NJ 07004

Dr. McCartney has been working with Virtual Ed Link since its inception three years ago. His experiences in education have provided our company with valuable insight into the needs and workings of the education community. During his career he has worked as a teacher, coach, student advisor, principal and superintendent. During his career he served on a number of panels and committees including Columbia Universities Blue Ribbon Panel on School Violence. He is a certified school safety instructor and has worked as a crisis management and school planning consultant for architectural firms.

A native of Yonkers, New York, he received a Bachelor of Arts Degree from Thiel College, Master's and C.A.S. degrees in education from the State University of New York at Oswego and a Doctorate in Education from Teachers College, Columbia University. During his 30 years experience as a School District Administrator his organizations were characterized by team management and community support. All of the schools in his last two districts were recognized as "National Blue Ribbon Schools of Excellence" and exhibited a school climate that nurtured high achievement and expectations on the part students and staff resulting in an average graduation rate of 96%.

During his career Dr. McCartney received various honors and awards for his work to support the proud tradition of public education. In 2005, on the occasion of his retirement from public education, the New York State Legislature passed a resolution adopted in the Senate honoring him for his significant contributions to education in New York State.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

There are no criminal proceedings past or pending.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

There are no proceedings past or pending.

3. *A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or*

There are no proceedings past or pending.

4. *The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.*

There are no proceedings past or pending.

C. *Disclosure of Family Relationships.* *Describe any family relationships among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of any class of the issuer's equity securities.*

There are no relationships and affiliations among and between the shareholders and the issuer, its predecessors, its present and prior officers and directors, and other shareholders.

D *Disclosure of Related Party Transactions.* *Describe any transactions during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest. .*

There are no related party transactions.

E *Disclosure of Conflicts of Interest.* *Describe any conflicts of Interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal parties.*

There are no conflict of interest transactions.

Item XII Financial information for the issuer's most recent fiscal period.

VELI provides the following financial statements on a quarterly and fiscal year basis to the Pink Sheets for publication. Please see www.pinksheets.com , symbol "VRED" under the Tab "Filings".

- 1) balance sheet;
- 2) statement of income;
- 3) statement of cash flows;
- 4) statement of changes in stockholders' equity;
- 5) financial notes; and

6) management certification

Item XIII Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

VELI began operations in November of 2007. The 2007 and 2008 Annual Reports are now available and have been published on the Pink Sheets website as listed in Item XII.

OPUS Community financial reports are posted on the Pink Sheets under VRED filings from 2004.

Item XIV Beneficial Owners.

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.

Viyya Technologies, Inc.
87 Fairfield Road
Fairfield, NJ 07004
Resident Agent of Viyya Technologies:
CSC Services of Nevada, Inc.
502 East John Street
Carson City, NV 89706
Approximately 1,038,000,000 shares

Beneficial shareholder of Viyya Technologies:
John Bay (25% ownership in Viyya)
458 Union Blvd.
Totowa, NJ 07512

Timothy Brock
92 Congress Street
Saratoga Springs, NY 12286
Approximately 900,000,000 shares

Item XV The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure:

1. Investment Banker

Currently no Investment Bank is engaged

2. Promoters

Currently no promoters are engaged.

3. *Counsel*

Frederick Biehl III
75 Eisenhower Parkway
Roseland, NJ 07068

4. *Accountant*

Ferrara & Buckworth
60 Pompton Avenue
Verona, NJ 07424

A compilation report is provided by Ferrara & Buckworth. The compilation report is limited to presenting in the form of financial statements information that is the representation of management. Ferrara & Buckworth have not audited or reviewed the company financials statements and accordingly, do not express any opinion or any other form of assurance on them.

Auditor (Proposed)
Michael J. Pollack
KBL, LLP
110 Wall Street
New York, NY 10005

5. *Public Relations Consultant(s)*

Currently none are engaged.

6. *Investor Relations Consultant*

Currently none are engaged

7. *Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure documentation - the information shall include the telephone number and email address of each advisor.*

Currently none are engaged

Item XVII Management's Discussion and Analysis or Plan of Operation.

A. Plan of Operation.

1. (i) – VELI's current "burn" rate is approximately \$45,000 per month. It is anticipating becoming profitable in mid 2010. Thus we should be able to satisfy our cash requirements through our own internally generated cash flow. Should internal sales not satisfy this requirement, additional cash for operations can be generated through the sale of freely trading and restricted shares of VELI stock.

1. (ii) – VELI will continue the development of it's core product line – School Safety Management System and the College Safety Management systems throughout 2009. This includes the further integration of best practice solutions currently available from 3rd party vendors within the marketplace. Other investments will include sales, marketing, promotions, and product related personnel.

1. (iii) – We do not expect any significant plant or equipment purchases during the next twelve months.

1. (iv) – We do not expect any significant changes in our number of employees.

B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

VELI is anticipating \$400,000 in revenue for 2009, depending on our ability to distribute the product and ramp up with staff. This ramp up will be directly affected by our ability to fund current operations through the sale of equity in the company. We have will spend significant time in raising capital and all methods will be researched thoroughly. Ramp up will be effected because these offerings which take valuable time away from our management team. We believe with the proper funding in place, VELI can be a major player in the School Security market in a very short period of time due to our unique product line.

Use of proceeds would target personnel, infrastructure to accommodate the demand, and an additional working capital cushion.

In addition, monies will be used to submit the necessary audits and associated paperwork to the SEC for VELI to become a fully reporting entity during the fiscal year 2010.

C. Off-Balance Sheet Arrangements.

There are currently no off sheet balance arrangement.

Part E Issuance History

Item XVII List of securities offerings and shares issued for services in the past two years.

The following notes have been taken directly from the company Financial Reports currently posted on the Pink Sheets:

Banner State Holdings
4514 Cole Avenue
Suite 600
Dallas, TX 75205:

Under Rule 504 promulgated under Regulation D of the Securities Act of 1933, as amended, Virtual Ed Link Inc., sold Three Hundred and Thirty Million Shares (330,000,000) of Common Stock, par value .001 per share at a purchase price of \$.00038 per share for a total proceeds of One Hundred Twenty Five Thousand Dollars as of December 6, 2007.

Nature of Offering:	Securities Act Rule 504
Jurisdiction:	TX
Number of Shares Offered:	330,000,000
Number of Shares Sold:	330,000,000
Price of Shares Offered:	\$.00038
Price of Shares Paid:	\$.00038
Trading Status of Shares:	Freely Trading
Certificates Contain a Legend	The subscription documents state that the shares have not been registered under the Securities Act and refers to certain restrictions with respect to the distribution of shares.

Gulfgate
9600 Great Hills Trail
Suite 150W
Austin, TX 78759

Under Rule 504 promulgated under Regulation D of the Securities Act of 1933, as amended, Virtual Ed Link Inc., sold Three Hundred and Thirty Million Shares (330,000,000) of Common Stock, par value .001 per share at a purchase price of \$.00038 per share for a total proceeds of One Hundred Twenty Five Thousand Dollars as of January 31, 2008.

Nature of Offering:	Securities Act Rule 504
Jurisdiction:	TX
Number of Shares Offered:	330,000,000
Number of Shares Sold:	330,000,000
Price of Shares Offered:	\$.00038
Price of Shares Paid:	\$.00038
Trading Status of Shares:	Freely Trading
Certificates Contain a Legend	The subscription documents state that the shares have not been registered under the Securities Act and refers to certain restrictions with respect to the distribution of shares.

Part F Exhibits

Item XVIII Material Contracts.

Northeast Regional Information Center signed in April 2009.

Item XIX Articles of Incorporation and Bylaws.

**AMENDED AND RESTATED
BY-LAWS
OF**

VIRTUAL ED LINK, INC.

A TEXAS CORPORATION

ARTICLE ONE

OFFICES

Section 1.1 Registered Office- The registered office of this corporation shall be 87 Fairfield Road, Fairfield, NJ 07004.

Section 1.2 Other Offices- The corporation may also have offices at such other places both within and without the State of Texas as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE TWO

MEETINGS OF STOCKHOLDERS

Section 2.1 Place- All annual meetings of the stockholders shall be held at registered office of the corporation or at such other place within or without the State of Nevada as the directors shall determine. Special meetings of the stockholders may be held at such time and place within or without the State of Nevada as shall be stated in the notice of the meeting, or in a duly executed waiver of notice thereof.

Section 2.2 Annual Meetings- Annual meetings of the stockholders, commencing with the first of the year, shall be held on twelfth day of July each year if not legal holiday and, if a legal holiday, then on the next secular day following, or at such other time as may be set by the Board of Directors from time to time, at which the stockholders shall elect by vote a Board of Directors and transact such other business as may properly be brought before the meeting.

Section 2.3 Special Meetings- Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the President or the Secretary by resolution of the Board of Directors or at the request in writing of stockholders owning a majority in amount of the entire capital stock of the corporation issued and outstanding and entitled to vote. Such request shall state the purpose of the purposed meeting.

Section 2.4 Notices of Meetings- Notices of meetings shall be in writing and signed by the President or a Vice-President or the Secretary or an Assistant Secretary or by such other person or persons as the directors shall designate. Such notice shall state the purpose or purposes for which the meeting is called and the time and the place, which may be within or without this State, where it is to be held. A copy of such notice shall be either delivered personally to or shall be mailed, postage prepaid, to each stockholder of record entitled to vote at such meeting not less than ten nor more than sixty days before such meeting. If mailed, it shall be directed to a stockholder at his address as it appears upon the records of the corporation and upon such mailing of any such notice, the service thereof shall be complete and the time of the notice shall begin to run from the date upon which such notice is deposited in the mail for transmission to such stockholder. Personal delivery of any such notice to any officer of a corporation or association or to any member of a partnership shall constitute delivery of such notice to such notice of and prior to the holding of the meeting it shall not be necessary to

deliver or mail notice of the meeting to the transferee.

Section 2.5. Purpose of Meetings- Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Section 2.6. Quorum- The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the Articles of Incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 2.7. Voting- When a quorum is present or represented at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall be sufficient to elect directors or to decide any questions brought before such meeting, unless the question is one upon which by express provision of the statutes or of the Articles of Incorporation, a different vote is required in which case such express provision shall govern and control the decision of such question.

Section 2.8. Share Voting- Each common stockholder of record of the corporation shall be entitled at each meeting of stockholders to one vote for each share of stock standing in his name on the books of the corporation. Each preferred stockholder of record of the corporation shall be entitled at each meeting of stockholders to 100 votes for each share of stock standing in his name on the books of the corporation. Upon the demand of any stockholder, the vote for directors and the vote upon any question before the meeting shall be by ballot.

Section 2.9. Proxy- At the meeting of the stockholders any stockholder may be presented and vote by a proxy or proxies appointed by an instrument in writing. In the event that any such instrument in writing shall designate two or more persons to act as proxies, a majority of such persons present at the meeting, or, if only one shall be present, then that one shall have and may exercise all of the powers conferred by such written instrument upon all of the persons so designated unless the instrument shall otherwise provide. No proxy or power of attorney to vote shall be used to vote at a meeting of the stockholders unless it shall have been filed with the secretary of the meeting when required by the inspectors of election. All questions regarding the qualification of voters, the validity of proxies and the acceptance or rejection of votes shall be decided by the inspectors of election who shall be appointed by the Board of Directors, or if not so appointed, then by the presiding officer of the meeting.

Section 2.10. Written Consent in Lieu of Meeting- Any action which may be taken by the vote of the stockholders at a meeting may be taken without a meeting if authorized by the written consent of stockholders holding at least a majority of the voting power, unless the provisions of the statutes or of the Articles of Incorporation require a greater proportion of voting power to authorize such action in which case such greater proportion of written consents shall be required.

ARTICLE THREE

DIRECTORS

Section 3.1. Powers- The business 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 stockholders.

Section 3.2. Number of Directors- The number of directors which shall constitute the whole board shall be four (4). The number of directors may from time to time be increased or decreased to not less than one nor more than fifteen by action of the Board of Directors. The directors shall be elected at the annual meeting of

the stockholders and except as provided in Section 2 of this Article, each director elected shall hold office until his successor is elected and qualified. Directors need not be stockholders.

Section 3.3. Vacancies- Vacancies in the Board of Directors including those caused by an increase in the number of directors, may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual or a special meeting of the stockholders. The holders of a two-thirds of the outstanding shares of stock entitled to vote may at any time peremptorily terminate the term of office of all or any of the directors by vote at a meeting called for such purpose or by a written statement filed with the secretary or, in his absence, with any other officer. Such removal shall be effective immediately, even if successors are not elected simultaneously and vacancies on the Board of Directors resulting there from shall be filled only by the stockholders.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any directors, or if the authorized number of directors be increased, or if the stockholders fail at any annual or special meeting of stockholders at which any director or directors are elected to elect the full authorized number of directors to be voted for at that meeting.

The stockholders may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors. If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, the Board or the stockholders shall have power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

ARTICLE FOUR

MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1. Place- Regular meetings of the Board of Directors shall be held at any place within or without the State which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation regular meetings shall be held at the registered office of the corporation. Special meetings of the Board may be held either at a place so designated or at the registered office.

Section 4.2. First Meeting- The first meeting of each newly elected Board of Directors shall be immediately following the adjournment of the meeting of stockholders and at the place thereof. No notice of such meeting shall be necessary to the directors in order legally to constitute the meeting, provided a quorum be present. In the event such meeting is not so held, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors.

Section 4.3. Regular Meetings- Regular meetings of the Board of Directors may be held without call or notice at such time and at such place as shall from time to time be fixed and determined by the Board of Directors.

Section 4.4. Special Meetings- Special Meetings of the Board of Directors may be called by the Chairman or the President or by any Vice-President or by any two directors.

Written notice of the time and place of special meetings shall be delivered personally to each director, or sent to each director by mail or by other form of written communication, charges prepaid, addressed to him at his address as it is shown upon the records or if not readily ascertainable, at the place in which the meetings of the directors are regularly held. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company at least forty-eight (48) hours prior to the time of the holding of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least twenty-four (24) hours prior to the time of holding of the meeting. Such mailing, telegraphing or delivery as above provided shall be due, legal and personal notice to such director.

Section 4.5. Notice- Notice of the time and place of holding an adjourned meeting need not be given to the absent directors if the time and place be fixed at the meeting adjourned.

Section 4.6. Waiver- The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had a meeting duly held after regular call and notice, if a quorum be present. and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.7. Quorum- A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation. Any action of a majority, although not at a regularly called meeting, and the record thereof, if assented to in writing by all of the other members of the Board shall be as valid and effective in all respects as if passed by the Board in regular meeting.

Section 4.8. Adjournment- A quorum of the directors may adjourn any directors meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the directors present at any directors meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

ARTICLE FIVE

COMMITTEES OF DIRECTORS

Section 5.1. Power to Designate- The Board of Directors may, by resolution adopted by a majority of whole Board. designate one or more committees of the Board of Directors, each committee to consist of one or more of the directors of the corporation which, to the extent provided in the resolution, shall have and may exercise the power of the Board of Directors in the management of the business and affairs of the corporation and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committees shall have such name or names as may be determined from time to time by the Board of Directors. The members of any such committee present at any meeting and not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint another member of the Board of Directors to act at the meeting in the place of any absent or disqualified member. At meetings of such committees, a majority of the members or alternate members shall constitute a quorum for the transaction of business, and the act of a majority of the members or alternate members at any meeting at which there is a quorum shall be the act of the committee.

Section 5.2. Regular Minutes- The committees shall keep regular minutes of their proceedings and report the same to the Board of Directors.

Section 5.3. Written Consent- Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent thereto is signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

ARTICLE SIX

COMPENSATION OF DIRECTORS

Section 6.1. Compensation- The directors may be paid their expenses of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore. Members of special or standing

committees may be allowed like reimbursement and compensation for attending committee meetings.

ARTICLE SEVEN

NOTICES

Section 7.1. Notice- Notices to directors and stockholders shall be in writing and delivered personally or mailed to the directors or stockholders at their addresses appearing on the books of the corporation. Notice by mail shall be deemed to be given at the time when the same shall be mailed. Notice to directors may also be given by telegram.

Section 7.2. Consent- Whenever all parties entitled to vote at any meeting, whether of directors or stockholders, consent, either by a writing on the records of the meeting or filed with the secretary, or by presence at such meeting and oral consent entered on the minutes, or by taking part in the deliberations at such meeting without objection, the doings of such meetings shall be as valid as if they had occurred at a meeting regularly called and noticed, and at such meeting any business may be transacted which is not excepted from written consent or to the consideration of which no objection for want of notice is made at the time, and if any meeting be irregular for want of notice or of such consent, provided a quorum was present at such a meeting, the proceedings of said meeting may be ratified and approved and rendered likewise valid and the irregularity of defect therein waived by a writing signed by all parties having the right to vote at such meeting; and such consent or approval of stockholders may be by proxy or attorney, but all such proxies and powers of attorney must be in writing.

Section 7.3. Waiver of Notice- Whenever any notice whatsoever is required to be given under the provisions of the statutes, of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE EIGHT

OFFICERS

Section 8.1. Appointment of Officers- The officers of the corporation shall be chosen by the Board of Directors and shall be President, a Secretary and a Treasurer. Any person may hold two or more offices.

Section 8.2. Time of Appointment- The Board of Directors at its first meeting after each annual meeting of stockholders shall choose a Chairman of the Board who shall be a director, and shall choose a President, a Secretary and a Treasurer, none of whom need be directors.

Section 8.3. Additional Officers- The Board of Directors may appoint a Vice-Chairman of the Board, Vice-Presidents and one or more Assistant Secretaries and Assistant Treasurers and 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 8.4. Salaries- The salaries and compensation of all officers of the corporation shall be fixed by the Board of Directors.

Section 8.5. Vacancies- The officers of the corporation shall hold office at the pleasure of the Board of Directors. Any officer elected or appointed by the Board of Directors may be removed and filled at any time by the Board of Directors. Any vacancy occurring in any office of the corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors.

Section 8.6. Chairman of the Board- The Chairman of the Board shall preside at meetings of the stockholders and the Board of Directors, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 8.7. Vice-Chairman- The Vice-Chairman shall, in the absence or disability of the Chairman of the Board, perform the duties and exercise the powers of the Chairman of the Board and shall perform such other duties as the Board of Directors may from time to time prescribe.

Section 8.8. President- The President shall be the chief executive officer of the corporation and shall have active management of the business of the corporation. He shall execute on behalf of the corporation all instruments requiring such execution except to the extent the signing and execution thereof shall be expressly designated by the Board of Directors to some other officer or agent of the corporation.

Section 8.9. Vice-President- The Vice-President shall act under the direction of the President and in the absence or disability of the President shall perform the duties and exercise the powers of the President. They shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time prescribe. The Board of Directors may designate one or more Executive Vice-Presidents or may otherwise specify the order of seniority of the Vice-Presidents. The duties and powers of the President shall descend to the Vice-Presidents in such specified order of seniority.

Section 8.10. Secretary- The Secretary shall act under the direction of the President. Subject to the direction of the President he shall attend all meetings of the Board of Directors and all meetings of the stockholders and record the proceedings. He shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the President or the Board of Directors.

Section 8.11. Assistant Secretaries- The Assistant Secretaries shall act under the direction of the President. In order of their seniority, unless otherwise determined by the President or the Board of Directors, they shall, in the absence or disability of the Secretary, perform such other duties and exercise the powers of the Secretary. They shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time prescribe.

Section 8.12. Treasurer- the Treasurer shall act under the direction of the President. Subject to the direction of the President he shall have 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. He shall disburse the funds of the corporation as may be ordered by the President or the Board of Directors, taking proper vouchers for such disbursements, 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.

Section 8.13. Surety- If required by the Board of Directors, he shall give the corporation a bond in such sum surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

Section 8.14. Assistant Treasurer- The Assistant Treasurer in the order of their seniority, unless otherwise determined by the President or the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time prescribe.

ARTICLE NINE

CERTIFICATES OF STOCK

Section 9.1. Share Certificates- Every stockholder shall be entitled to have a certificate signed by the President or a Vice-President and the Treasurer or an Assistant Treasurer, or the Secretary of the corporation, certifying the number of shares owned by him in the corporation. If the corporation shall be

authorized to issue more than one class of stock or more than one series of any class, the designations, preferences and relative, participating, optional or other special rights of the various classes of stock or series thereof and the qualifications, limitations or restrictions of such rights, shall be set forth in full or summarized on the face or back of certificate which the corporation shall issue to represent such stock.

Section 9.2. Transfer Agents- If a certificate is signed (a) by a transfer agent other than the corporation or its employees or (b) by a registrar other than the corporation or its employees, the signatures of the officers of the corporation may be facsimiles. In case any officer who has signed or whose facsimile signature has been placed upon a certificate shall cease to be such officer before such certificate is issued, such certificate may be issued with the same effect as though the person had not ceased to be such officer. The seal of the corporation, or a facsimile thereof, may, but need not be, affixed to certificates of stock.

Section 9.3. Lost or Stolen Certificates- The Board of directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost or destroyed upon the making of an affidavit to that fact by the person claiming the certificate of stock to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost or destroyed.

Section 9.4. Share Transfers- Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation, if it is satisfied that all provisions of the laws and regulations applicable to the corporation regarding transfer and ownership of shares have been complied with, to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 9.5. Voting Shareholder- The Board of Directors may fix in advance a date not exceeding sixty (60) days nor less than ten (10) days preceding the date of any meeting of stockholders, or the date for the payment of any dividend, or date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, or a date in connection with obtaining the consent of stockholders for any purpose, as a record date for determination of the stockholders entitled to receive payment of any such meeting, and any adjournment thereof, or entitled to receive payment of any such dividend, or to give such consent, and in such case, such stockholders, and only such stockholders as shall be stockholder of record on the date so fixed, shall be entitled to notice of and to vote at such meeting. or any adjournment thereof, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, or to give such consent, as the case may be, notwithstanding any transfer of any stock on the books of the corporation after any such record date fixed as aforesaid.

Section 9.6. Shareholders Record- The corporation shall be entitled to recognize the person registered on its books as the owner of shares to be the exclusive owner for all purposes including voting and dividends, and the corporation 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 Nevada.

ARTICLE TEN

GENERAL PROVISIONS

Section 10.1 Dividends- Dividends upon the capital stock of the corporation, subject to the provisions of the Articles of Incorporation, if any, 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 shares of the capital stock, subject to the provisions of the Articles of Incorporation.

Section 10.2. Reserves- 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 or reserves 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 corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

Section 10.3. Checks- 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 10.4. Fiscal Year- The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

Section 10.5. Corporate Seal- The corporation may or may not have a corporate seal. as may from time to time be determined by resolution of the Board of Directors. If a corporate seal is adopted, it shall have inscribed thereon the name of the Corporation and the words "Corporate Seal" and "Texas". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE ELEVEN

INDEMNIFICATION

Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the corporation or is or was serving at the request of the corporation or for its benefit as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the General Corporation Law of the State of Texas from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred in defending a civil or criminal action. suit or proceeding must be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the corporation. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provision of law or otherwise, as well as their rights under this Article.

The Board of Directors may cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status. whether or not the corporation would have the power to indemnify such person.

The Board of Directors may from time to time adopt further Bylaws with respect to indemnification and may amend these and such Bylaws to provide at all times the fullest indemnification permitted by the General Corporation Law of the State of Nevada.

ARTICLE TWELVE

AMENDMENTS

Section 12.1. By Shareholder - The Bylaws may be amended by a majority vote of all the stock issued and outstanding and entitled to vote at any annual or special meeting of the stockholders, provided notice of intention to amend shall have been contained in the notice of the meeting.

Section 12.2. By Board of Directors- The Board of Directors by a majority vote of the whole Board at any meeting may amend these Bylaws, including Bylaws adopted by the stockholders, but the stockholders may from time to time specify particular provisions of the Bylaws which shall not be amended by the Board of Directors.

APPROVED AND ADOPTED this 12th day of November , 2007

Joseph Forese, Secretary

CERTIFICATE OF SECRETARY

I hereby certify that I am the Secretary of Virtual Ed Link, Inc. and that the foregoing Bylaws, consisting of twelve pages, constitute the code of Bylaws of Virtual Ed Link, Inc., as duly adopted at a regular meeting of the Board of Directors of the corporation held November 12, 2007.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 12th day of November, 2007.

Item XX Purchases of Equity Securities by the Issuer or Affiliated Purchasers.

There are no purchases by the Issuer or Affiliated Purchasers.

Item XXI Issuer's Certifications.

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

Please find the management certification on the following page.

Management Certification

I, John Bay, certify that:

I have reviewed this June 30, 2009 Issuer Statement - Disclosure Statement of Virtual Ed Link, Inc.

Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: October 20, 2009



John Bay
President