

856510



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 275430 7128901

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pijet

ORDER DATE : June 15, 1999

ORDER TIME : 11:41 AM

ORDER NO. : 275430-125

700002919807--7

CUSTOMER NO: 7128901

CUSTOMER: Ms. Harriet E. Rust
Follett Corporation
2233 West Street.

River Grove, IL 60171

*Name
Change
Amend*

FOREIGN FILINGS

NAME: FOLLETT COLLEGE STORES
CORPORATION

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

FILED
99 JUN 30 PM 2:40
99 JUN 30 PM 12:07
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

*RRR
6/30/99*

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Follett College Stores Corporation
Name of corporation as it appears on the records of the Department of State
2. Illinois 3. May 20, 1993
Incorporated under laws of Date authorized to do business in Florida

FILED
99 JUN 30 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 17, 1999
5. Follett Higher Education Group, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction

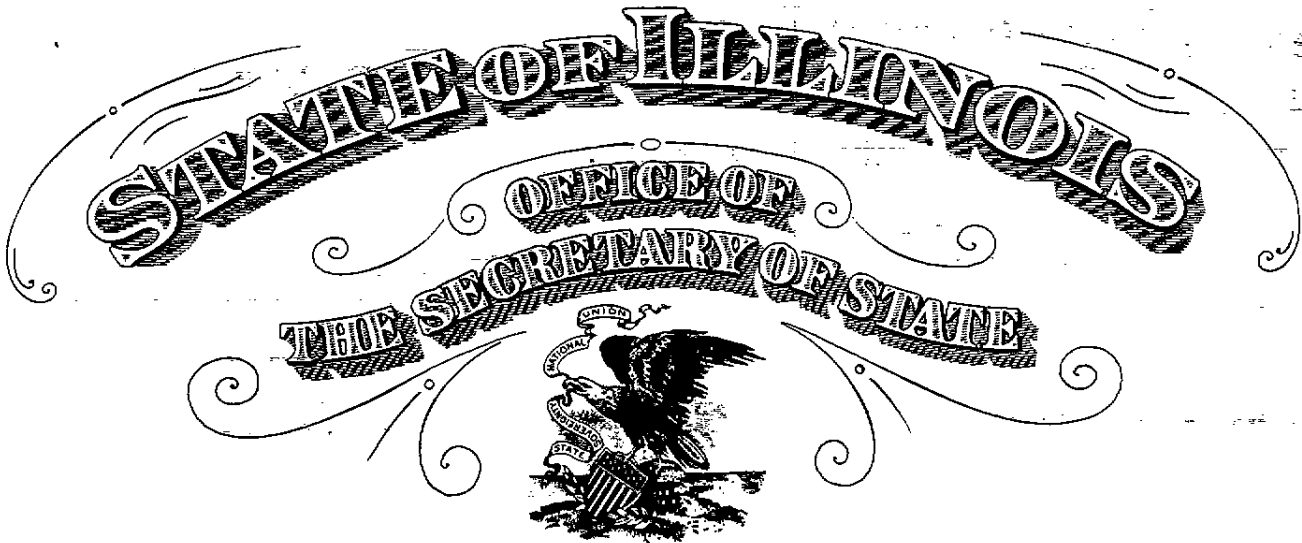

Signature

June 23, 1999
Date

Dennis A. McMahon
Typed or printed name

Secretary
Title

File Number 4645-671-8



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

FOLLETT HIGHER EDUCATION GROUP, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE APRIL 14, 1966, (CORPORATE NAME CHANGED FROM FOLLETT COLLEGE STORES CORPORATION ON MAY 17, 1999,) APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS A DOMESTIC CORPORATION IN GOOD STANDING IN THE STATE OF ILLINOIS.*****

In Testimony Whereof, I, hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 28TH
day of JUNE *A.D.* 1999.



Jesse White

SECRETARY OF STATE