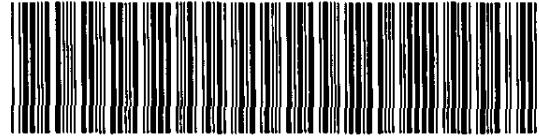


F9700000006886



600238194976

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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RA/RD/CS8
@ 9.14.12

CSC.

CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 336221 7893740

AUTHORIZATION :

Spudde man

COST LIMIT : \$ 35.00

ORDER DATE : September 5, 2012

ORDER TIME : 10:26 AM

ORDER NO. : 336221-012

CUSTOMER NO: 7893740

CHANGE OF AGENT

NAME: EDISONLEARNING, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Becky Peirce

EXAMINER'S INITIALS:

10

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: EDISONLEARNING, INC.
2. The principal office address: 485 Lexington Avenue, 2nd Floor, Attn: Corporate Tax Dept.
New York, NY 1001
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 12/29/1997 Document number: F97000006886
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State: (If resigned, enter resigned)

C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324

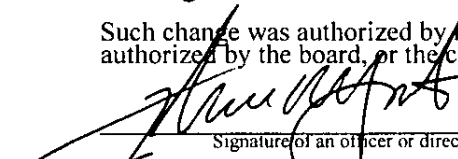
6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company
1201 Hays Street
P.O. Box NOT acceptable
Tallahassee, FL 32301

12 SEP 14 AM 10:42
SECTION 1409
DIVISION OF CORPORATIONS

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.



Signature of an officer or director

Thomas M. Jackson, Chief Operating + Legal Officer

Printed or typed name and title

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Corporation Service Company
By: Grace E. Kirby

Signature of Registered Agent

9-5-12

Date

If signing on behalf of an entity:
Grace E. Kirby, Assistant VP

Typed or Printed Name

*** FILING FEE: \$35.00 ***