

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-0821
Fax Number : (850) 558-1515

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

REGISTERED AGENT CHANGE
SCIENTIFIC LEARNING CORPORATION

Certificate of Status	0
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Page Count	02
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Handwritten signature and initials: RA, [Signature], 5-3-12

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: SCIENTIFIC LEARNING CORPORATION
- 2. The principal office address: 300 Frank H. Ogawa Plaza, Suite 600, Oakland, CA 94612
- 3. The mailing address (if different): _____

4. Date of incorporation/qualification: 05/27/19998 Document number: F98000002992

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

NRAI Services, Inc.
515 E. Park Avenue
Tallahassee, FL 32301

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

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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.

Maureen Cathell
(Signature of an officer or director)

Maureen Cathell, Vice President
(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
[Signature]
(Signature of Registered Agent)

April 24, 2012
(Date)

If signing on behalf of an entity:

Sylvia Queppet, Asst. VP
(Typed or Printed Name)

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314