

1107000000481

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

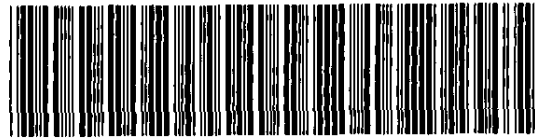
Special Instructions to Filing Officer:

Office Use Only

B. KOHR

MAY -1 2012

EXAMINER



600231460736

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 APR 27 AM 8:32

RECEIVED
12 APR 27 PM 12:54
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FLORIDA FILING & SEARCH SERVICES, INC.

**P.O. BOX 10662 TALLAHASSEE, FL 32302
155 Office Plaza Dr Ste A Tallahassee FL 32301
PHONE: (800) 435-9371; FAX: (866) 860-8395**

DATE: 04-26-2012

NAME: STUDY ISLAND, LLC

TYPE OF FILING: ARTICLES OF AMENDMENT

COST: \$55

RETURN: CERTIFIED COPY

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL/HODGE

RDH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 APR 27 AM 8:32

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: STUDY ISLAND, LLC
Name of Foreign Limited Liability Company

FILED
DIVISION OF CORPORATIONS
12 APR 27 AM 8:32

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

CHRISTINA T. RODRIGUEZ
Name of Person

HAYNES AND BOONE, LLP
Firm/Company

2323 VICTORY AVENUE, SUITE 700
Address

DALLAS, TEXAS 75219
City/State and Zip Code

laura.loomans@archlearning.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LAURA LOOMANS at (800) 419.3191
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- \$25 Filing Fee
- \$30 Filing Fee & Certificate of Status
- \$55 Filing Fee & Certified Copy
- \$60 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANACT
BUSINESS IN FLORIDA**

STATE OF FLORIDA
DEPARTMENT OF REVENUE
12 APR 27 AM 8:32

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: STUDY ISLAND, LLC
2. Jurisdiction of its organization: DELAWARE
3. Date authorized to do business in Florida: JANUARY 25, 2007

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? JULY 2, 2009
5. New name of the limited liability company: ARCHIPELAGO LEARNING, LLC
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

6. If the amendment changes the period of duration, indicate new period of duration:
N/A
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:
N/A
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: N/A

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

Malinda Passmore
Signature of a member or the authorized representative of a member

Malinda Passmore
Typed or printed name of signer

04.24.2012

Filing Fee: \$25.00

IMANAGE: 2039435v1

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ARCHIPELAGO LEARNING, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 1:56 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "STUDY ISLAND, LLC" TO "ARCHIPELAGO LEARNING, LLC", FILED THE SECOND DAY OF JULY, A.D. 2009, AT 11:04 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE SEVENTH DAY OF JULY, A.D. 2011, AT 12:34 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "ARCHIPELAGO LEARNING, LLC".



4262556 8100H

120475934

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9530654

DATE: 04-26-12

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:57 PM 12/21/2006
FILED 01:56 PM 12/21/2006
SRV 061175127 - 4262556 FILE

CERTIFICATE OF FORMATION

OF

STUDY ISLAND, LLC

- FIRST:** The name of the limited liability company is Study Island, LLC.
- SECOND:** The address of its registered office in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.
- THIRD:** This Certificate of Formation shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Study Island, LLC this 21st day of December, 2006.

/s/ Frank White
Name: Frank White
Title: Authorized Signatory

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:10 AM 07/02/2009
FILED 11:04 AM 07/02/2009
SRV 090669577 - 4262556 FILE

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT**

1. Name of Limited Liability Company: Study Island, LLC

2. The Certificate of Formation of the limited liability company is hereby amended as follows: The new name of the LLC is Archipelago Learning, LLC

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 30th day of June, A.D. 2009.

By: James B Walburg
Authorized Person(s)

Name: James Walburg
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:46 PM 07/07/2011
FILED 12:34 PM 07/07/2011
SRV 110798678 - 4262556 FILE

CERTIFICATE OF MERGER

OF

ALLOY INTERACTIVE, INC.
(a Texas corporation)

WITH AND INTO

ARCHIPELAGO LEARNING, LLC
(a Delaware limited liability company)

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company, which Company shall survive the merger, is Archipelago Learning, LLC, a Delaware limited liability company (the "LLC").

SECOND: The name of the corporation being merged into the surviving limited liability company is Alloy Interactive, Inc., a Texas corporation (the "Corporation").

THIRD: The Agreement and Plan of Merger has been approved and executed by Corporation and the LLC.


FOURTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the aforesaid surviving Delaware limited liability company, the address of which is 3232 McKinney Avenue, Dallas, Texas 75204.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the aforesaid surviving entity, on request and without cost, to any member or shareholder of any of the aforesaid entities.

IN WITNESS WHEREOF, this Certificate of Merger is hereby executed as of this 7th day of July 2011.

ARCHIPELAGO LEARNING, LLC,
a Delaware limited liability company

By: AL MIDCO, INC, its sole member

By: 
Name: Tim McEwen
Title: CEO