

P11201

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-01/05/99--01001--003
*****35.00 *****35.00

CORPORATION(S) NAME

Nobel Education Dynamics, Inc.
Changing to: Nobel Learning Communities, Inc.

99 JAN 4 PM 5:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|--|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment <i>n/c</i> | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____ 01/04/99
Availability _____
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Examiner _____
Updater _____ *[Signature]*
Verifier _____ *[Signature]*
Acknowledgement _____
W.P. Verifier _____

99 JAN 4 PM 2:44
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

99 JUN -4 PM 5:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Nobel Education Dynamics, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: August 21, 1986

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?

December 7, 1998

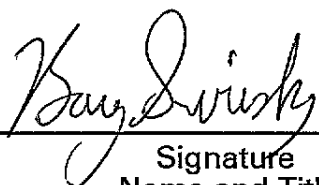
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Nobel Learning Communities, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.


Signature
Name and Title

December 16, 1998
Date

Barry Swirsky, General Counsel and
Assistant Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "NOBEL EDUCATION DYNAMICS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "NOBEL LEARNING COMMUNITIES, INC.", THE SEVENTH DAY OF DECEMBER, A.D. 1998, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2005835 8320

981496693

AUTHENTICATION:

DATE:

9481737

12-22-98