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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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**NRAI
CORPORATE
SERVICES**
An NRAI Solutions Company

FILING REQUEST

February 20, 2013

FLORIDA SECRETARY OF STATE:

Type of Filing:	CHANGE OF AGENT
Subject(s):	ARCHIPELAGO LEARNING, LLC
Form(s) Enclosed:	STATEMENT OF CHANGE OF REGISTERED OFFICE/AGENT
Supporting Document(s):	
Check Enclosed:	CHECK #40292 FOR \$25.00
Return Via:	REGULAR MAIL
Filing Method:	ASAP

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PLEASE RETURN TO: NRAI CORPORATE SERVICES
590 PARK STREET, SUITE 6
ST. PAUL, MN 55103

Please call me at **1-800-227-1256** if there are any questions.

Thank you!

Jackie Bernu

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. Name of the limited liability company: Archipelago Learning, LLC

2. (a) Principal office address of limited liability company: 3232 McKinney Avenue, Suite 400
(Note: MUST BE STREET ADDRESS) Dallas, TX 75204

(b) Mailing address of limited liability company: 3232 McKinney Avenue, Suite 400
(Note: MAY BE POST OFFICE BOX) Dallas, TX 75204

1/25/2007

M07000000481

3. Date of filing/registration in Florida

4. Document number

5. (a) Registered Agent and Registered Office shown on the records of the Florida Dept. of State:

Registered Agent: CT Corporation System

Registered Office Address: 1200 South Pine Island Road

Plantation, FL 33324

(b) Enter name of **NEW Registered Agent** and/or **NEW Registered Office address**:

NEW Registered Agent: NRAI Services, Inc.

NEW Registered Office Address: 515 East Park Avenue

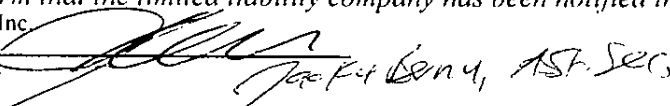
(MUST BE FLORIDA STREET ADDRESS) Tallahassee, FL 32301

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.


Signature of a member or authorized representative of a member

Robert Rueckl, Manager
Printed or typed name of signer

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 obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

By: NRAI Services, Inc.
Signature of Registered Agent 

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

FILING FEE: \$25.00

INH18 (05/08)

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NEW Registered Office Address: 515 East Park Avenue

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[Signature]
Signature of a member or authorized representative of a member

Robert Rueckl, Manager

Printed or typed name of signer

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