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00 APR -4 PM 4:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 636365 4301771

AUTHORIZATION : *Patricia Piggett*

COST LIMIT : \$ 35.00

ORDER DATE : March 23, 2000

ORDER TIME : 4:12 PM

ORDER NO. : 636365-035

CUSTOMER NO: 4301771

CUSTOMER: Dorcas Dawe, Legal Asst  
Paul Weiss Rifkind Wharton &  
1285 Avenue Of The Americas  
28th Floor  
New York, NY 10019-6064

RECEIVED  
00 APR -4 PM 4:54  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: BERLITZ LANGUAGES, INC.

\*\*\*\*\*FILE 1ST\*\*\*\*\*

XX PROFIT  
NON-PROFIT

XX CORPORATE  
LIMITED PARTNERSHIP

XXXX AMENDMENT

7000003196327--8

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

*N.C.*  
G. COULLIETTE APR 0 5 2000

CONTACT PERSON: Erika Carlson

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

(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. BERLITZ LANGUAGES, INC.

Name of corporation as it appears on the records of the Department of State.

2. NEW YORK

Incorporated under laws of

3. JANUARY 3, 1966

Date authorized to do business in Florida

**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? FEBRUARY 2, 2000

5. BERLITZ LANGUAGES (UNITED STATES), INC.

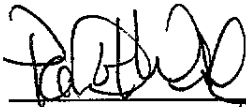
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

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

\_\_\_\_\_  
New Duration

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

\_\_\_\_\_  
New Jurisdiction



Signature

MARCH 30, 2000

Date

PAUL H. WEINSTEIN

Typed or printed name

SECRETARY

Title

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of New York: *J. SS:*  
Department of State

I hereby certify, that a Certificate of Amendment of BERLITZ LANGUAGES, INC. changing name to BERLITZ LANGUAGES (UNITED STATES), INC., was filed in this department on 02/02/2000.

\*\*\*

*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 24th day of March  
two thousand.*

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