

CT CORPORATION SYSTEM

835035

1025 Vermont Avenue, NW
Washington, DC 20005
Tel. 202 393 1747
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January 7, 1998

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

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-01/12/98--01026--002
*****35.00 *****35.00

Re: Childcraft Education Corp.
The Smith-Wilson Co.
Order #: 989672

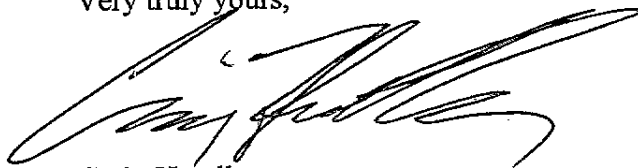
Dear Sir or Madam:

Enclosed for filing are **Statements of Change of Registered Office or Resident Agent or Both** together with funds in payment of the required fees on behalf of these corporations. These documents should be filed upon receipt.

Evidence of these filings should be returned to this office.

If you have any questions or if for any reason the filings cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-336-3376.

Very truly yours,



Craig Hundley
Associate Customer Specialist
Team One
Ext. 3022

NA change
FILED
98 JAN 12 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JAN 1

Florida Department of State, Jim Smith, Secretary of State

**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, the undersigned corporation organized under the laws of the State of New York submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Childcraft Education Corp.

1b. Date of ^{qualification} ~~incorporation~~ September 16, 1975 Document number

2. The name and address of the current registered agent and office:

Frank S. Ioppolo

1375 Buena Vista Drive, Fourth Floor North, Lake Buena Vista, Florida 32830

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent 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.



SIGNATURE

12/23/97

DATE

Mark D. Director, Secretary
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE BY: 
(Registered Agent)

DATE 1/7/98

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

CR2E045 (7-91)

FILING FEE: \$35.00