

856184

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DIVISION OF CORPORATIONS
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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MACMILLAN, INC.

(Name of corporation)

DOCUMENT NUMBER: 856184

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

KAREN ZHANG

(Name of person)

PEARSON INC.

(Name of firm/company)

1330 AVENUE OF THE AMERICAS,

(Address)

NEW YORK, NY 10019

(City/state and zip code)

For further information concerning this matter, please call:

KAREN ZHANG

(Name of person)

at (

212)

641-2462

(Area code & daytime telephone number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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)

P20312

(Document number of corporation (if known))

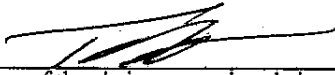
1. MACMILLAN, INC.
(Name of corporation as it appears on the records of the Department of State)
2. DELAWARE
(Incorporated under laws of)
3. 4/20/83
(Date authorized to do business in Florida)

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? April 12, 2002
5. CAMSAW, 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 of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

THOMAS WHARTON

(Typed or printed name)

2/25/03
(Date)

VP & ASST. SECRETARY

(Title)

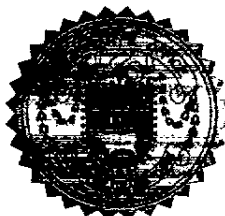
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MACMILLAN, INC.", CHANGING ITS NAME FROM "MACMILLAN, INC." TO "CAMSAW, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF APRIL, A.D. 2002, AT 12 O'CLOCK P.M.



0334326 8100

030125736

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2277671

DATE: 02-26-03

AMENDMENT TO CERTIFICATE OF INCORPORATION
OF
MACMILLAN, INC.

Macmillan, Inc, a corporation organized under the laws of the State of Delaware (the "Corporation"), pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware, as amended (the "Act"), executes the following Amendment to the Amended and Restated Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on November 9, 1993 (the "Certificate");

(A) The first paragraph of the Certificate is hereby amended to read in its entirety as follows:

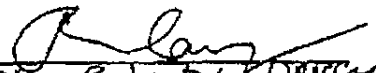
FIRST: The name of the corporation is Camsaw, Inc.

(B) All other provisions of the Certificate shall remain unmodified and in full force and effect.

(C) The amendment effected herein was authorized by a consent in writing, setting forth the action so taken, unanimously signed by the holders of all outstanding shares of the Corporation's capital stock entitled to vote thereon pursuant to Sections 228 and 242 of the Act.

IN WITNESS WHEREOF, the Corporation, for purposes of amending the Certificate pursuant to the Act, does make, file and record this Amendment to the Certificate of Incorporation of Macmillan, Inc., and does hereby certify that the facts herein stated are true under the penalties of perjury, and has caused this Certificate to be executed by Robert L. DANCY, its Senior Vice President, this 11 day of April, 2002.

MACMILLAN, INC.

By: 
Name: Robert L. DANCY
Title: Senior Vice President