

F00000004536

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Kaplan Companies, Inc.
(Name of corporation)

DOCUMENT NUMBER: F00000004536

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Stephen C. Minnich
(Name of person)

Blanco Tackabery Combs & Matamoros, P.A.
(Name of firm/company)

P.O. Drawer 25008
(Address)

Winston-Salem, NC 27114-5008
(City/state and zip code)

For further information concerning this matter, please call:

Stephen C. Minnich at (336) 761-1250
(Name of person) (Area code & daytime telephone number)

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

02 JUN -3 PM 12:54
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*NC
T. Lewis 6/7/02*

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)

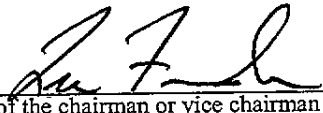
F00000004536

Document Number of Corporation (If known)

1. Kaplan Companies, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. North Carolina
(Incorporated under laws of)
3. August 10, 2000
(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? January 30, 2002
5. Kaplan Early Learning Company
(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.
n/a
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
n/a
(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)

Lee French
(Typed or printed name)

May 22, 2002
(Date)

President
(Title)

FILED
JUN -3 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



North Carolina

Department of the Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF AMENDMENT
OF
KAPLAN EARLY LEARNING COMPANY

the original of which is now on file and a matter of record in this office.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 6th day of March, 2002.

Elaine F. Marshall

Secretary of State

22 029 9057

State of North Carolina
Department of the Secretary of State

SOSID: 0079269
Date Filed: 1/30/2002 12:20 PM
Elaine F. Marshall
North Carolina Secretary of State

ARTICLES OF AMENDMENT
BUSINESS CORPORATION

Pursuant to §55-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation.

1. The name of the corporation is **Kaplan Companies, Inc.**
2. The text of each amendment adopted is as follows (*State below or attach*):

That the Articles of Incorporation of the Corporation be amended by deleting Article I and in lieu thereof inserting the following:


1.

The name of the Corporation is **Kaplan Early Learning Company.**

3. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are as follows: N/A
4. The date of adoption of each amendment was as follows: January 11, 2002.
5. (Check either a, b, c, or d, whichever is applicable)
 - a. ☐ The amendment(s) was (were) duly adopted by the incorporators prior to the issuance of shares.
 - b. ☐ The amendment(s) was (were) duly adopted by the board of directors prior to the issuance of shares.
 - c. ☐ The amendment(s) was (were) duly adopted by the board of directors without shareholder action as shareholder action was not required because (*set forth a brief explanation of why shareholder action was not required*) _____
 - d. ☒ The amendment was approved by shareholder action, and such shareholder approval was obtained as required by Chapter 55 of the North Carolina General Statutes.
6. These articles will be effective upon filing.

This the 11th day of January, 2002.

KAPLAN COMPANIES, INC.


Lee French, President

NOTES:

1. Filing fee is \$50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.

(Revised May 1998)

BTCM: 168250.1



North Carolina

Department of the Secretary of State

CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

KAPLAN EARLY LEARNING COMPANY

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 1st day of July, 1969, with its period of duration being Perpetual.

I **FURTHER** certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 6th day of March, 2002.

Elaine F. Marshall
Secretary of State