

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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TD:

Division of Corporations
Fax Number : (850)617-6380

FROM:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000000
Phone : (850) 222-1092
Fax Number : (850) 878-5368

RE-SUBMIT

222-1092
178-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
AVATECH SOLUTIONS SUBSIDIARY, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	245
Estimated Charge	\$35.00

SECRETARY OF STATE
ALLAHABAD OFFICE

10 DEC 30 PM 4:25

7-11-64



December 30, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

AVATECH SOLUTIONS SUBSIDIARY, INC.

10715 RED RUN BLVD

SUITE 101

OWINGS MILLS, MD 21117

SUBJECT: AVATECH SOLUTIONS SUBSIDIARY, INC.

REF: F030000001013

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE CORRECT DATE IN SECTION #3 TO READ: 02/28/2003. THE DATE IN SECTION #4 SHOULD BE: 12/21/2010 EFFECTIVE: 12/31/2010. THERE IS A PERIOD IN THE NEW NAME AFTER THE WORD "INC", PLEASE CORRECT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H10000278150
Letter Number: 710A00030227

RECEIVED

11 JAN -3 PM12:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Avatech Solutions Subsidiary, Inc.
Name of Corporation

DOCUMENT NUMBER: F03000001013

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Theresa Whalen
Name of Contact Person

Rand Worldwide
Firm/Company

1025 Red Run Blvd. #101
Address

Owings Mills, MD 21117
City/State and Zip Code

Twhalen@rand.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Theresa Whalen at (410) 581-8080
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|---|---|--|---|
| <input type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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
Clifton Building
2561 Executive Center Circle
Tallahassee, FL 32301

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)

FC3000001013

(Document number of corporation (if known))

1. Avatech Solutions Subsidiary, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware
(Incorporated under laws of)

3. 02/28/2003
(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? 12/21/2010, effective 12/31/2010

5. Rand Worldwide Subsidiary, 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)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

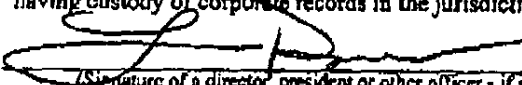
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

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

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Lawrence Rychlak
(Typed or printed name of person signing)

President
(Title of person signing)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "AVATECH SOLUTIONS SUBSIDIARY, INC.", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "RAND WORLDWIDE SUBSIDIARY, INC.", THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2010, AT 3:20 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

2662225 8320

101246478

You may verify this certificate online
at corp.delaware.gov/authvar.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8459731

DATE: 12-29-10