

F030000001923

**Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

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DIVISION OF CORPORATIONS

COR AMND/RESTATE/CORRECT OR O/D RESIGN**TEACH FOR AMERICA, INC.**

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**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH
FOR CORPORATIONS**

Pursuant to the provisions of section 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Connecticut in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Teach For America, Inc.
2. The principal office address: 315 West 36th Street, 6th Fl.
New York NY 10018
3. The mailing address (if different): _____

4. Date of incorporation/qualification: 4/16/2003 Document Number: F03000001923

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

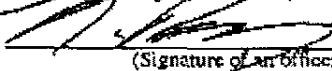
6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
(P.O. Box Not acceptable)
Palm Beach Gardens FL 33410

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The street address of its registered office 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, or the corporation has been notified in writing of the change.


(Signature of an officer or director)

by N. Pasquier as attorney-in-fact
(Printed or Typed name and title)

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.


(Signature of Registered Agent)

Norman A Pasquier
Assistant VP
Corporate Creations

5/30/2006
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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