

FD3000003291

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

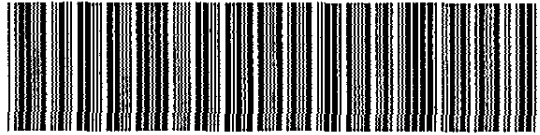
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TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: COMPASS EDUCATIONAL HOLDINGS, INC.
(Name of corporation)

DOCUMENT NUMBER: F03000003291

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Travis Pinkstaff
(Name of person)

NSI
(Name of firm/company)

145 Baker Street
(Address)

Marion, OH 43302
(City/state and zip code)

For further information concerning this matter, please call:

Travis Pinkstaff at (740) 387 6806 ext. 113
(Name of person) (Area code & daytime telephone number)

Enclosed is a \$35.00 check made payable to the Department of State.

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

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

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, this statement of change is submitted for a corporation organized under the laws of the State of DE in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: COMPASS EDUCATIONAL HOLDINGS, INC.
2. The principal office address: 9721 ORMSBY STATION ROAD, SUITE 100 LOUISVILLE KY 40223
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 07/02/2003 Document number: F03000003291
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

C T 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):

NRAI Services, Inc.

526 E. Park Avenue

(P.O. Box or personal mailbox NOT acceptable)

Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

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.

Steven C. Gregory
(Signature of an officer or director)

STEVEN C. GREGORY / GENERAL COUNSEL
(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.

NRAI Services, Inc.

by: Travis Pinkstaff

(Signature of Registered Agent)

1/28/04

(Date)

If signing on behalf of an entity:

Travis Pinkstaff

(Typed or Printed Name)

Assistant Secretary

(Capacity)

*** FILING FEE: \$35.00 ***

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