

To: The Florida Dept. of State  
Subject: 000928.118091

From: Ashley Smith

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Division of Corporations

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Florida Department of State  
Division of Corporations  
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To:

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

From:

Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
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000928.118091

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

Email Address: lori.krui.zenga@rasmussen.edu

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
RASMUSSEN COLLEGE, INC.**

**\*File First\***

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$52.50

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Corporate Filing Menu

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**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)**

F04000005170

(Document number of corporation (if known))

1. Rasmussen College, Inc.  
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 9/9/2004  
(Incorporated under laws of) (Date authorized to do business in Florida)

FILED  
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TALLAHASSEE, 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? 11/3/2009
5. Rasmussen, 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)

Susan D. Falotico  
(Typed or printed name of person signing)

Asst. Secretary  
(Title of person signing)

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, 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 "RASMUSSEN COLLEGE, INC.", CHANGING ITS NAME FROM "RASMUSSEN COLLEGE, INC." TO "RASMUSSEN, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF NOVEMBER, A.D. 2009, AT 5:46 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

3716769 8100

090987727

You may verify this certificate online  
at [corp.delaware.gov/authvoz.shtml](http://corp.delaware.gov/authvoz.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7619959

DATE: 11-03-09

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:03 PM 11/03/2009  
FILED 05:46 PM 11/03/2009  
BRV 090987727 - 3716769 FILE

**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
RASMUSSEN COLLEGE, INC.**

Rasmussen College, Inc., a corporation organized under the laws of the State of Delaware (the "~~Corporation~~"), DOES HEREBY CERTIFY:

**FIRST:** That the Board of Directors of the Corporation, by the unanimous written consent of its members, adopted resolutions proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

**RESOLVED**, that Article First of the Certificate of Incorporation of the Corporation is hereby deleted and replaced in its entirety with the following:

"**FIRST.** The name of the corporation is Rasmussen, Inc. (the "~~Corporation~~")."

**SECOND:** That in lieu of a meeting and vote of stockholders, stockholders holding at least a majority of the issued and outstanding stock of the Corporation have given their written consent to said amendment in accordance with the provisions of Section 228(a) of the Delaware General Corporation Law.

**THIRD:** That the aforesaid amendment was duly authorized and adopted in accordance with the applicable provisions of Sections 228 and 242 of the Delaware General Corporation Law.

[signature page follows]

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IN WITNESS WHEREOF, said Corporation has caused this certificate to be  
executed this 3rd day of November, 2009.

RASMUSSEN COLLEGE, INC.

By:   
Name: J. Michael Locke  
Title: President and Chief Executive Officer

ATTEST:   
By: \_\_\_\_\_  
Name: Sue Falotico  
Title: Executive Vice President and Chief Financial Officer

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