

F06000003780

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

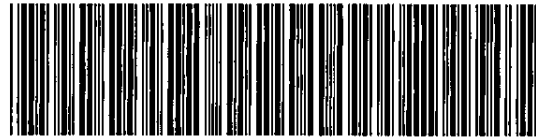
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

Chris Belcher
AUTHORIZATION BY PHONE TO
CORRECT SUFFIX
DATE _____
DOC. EXAM. _____



100103405691

05/31/07--01016--019 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2007 MAY 31 AM 9:03

PS ce/6/07
NE

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Rosetta Stone Ltd.
(Name of Corporation)

DOCUMENT NUMBER: F06000003780

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Chris Balderson
(Name of Contact Person)

Rosetta Stone Ltd.
(Firm/Company)

135 West Market Street
(Address)

Harrisonburg, VA 22801
(City/State and Zip Code)

For further information concerning this matter, please call:

Chris Balderson at (540) 432-6166 ext. 3111
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$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
2661 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)

F06000003780

(Document number of corporation (if known))

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
2007 MAY 31 AM 9:03

1. Fairfield & Sons LTD Corporation

(Name of corporation as it appears on the records of the Department of State)

2. Virginia

(Incorporated under laws of)

3. January 1, 2006

(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? April 16, 2007

5. Rosetta Stone LTD Corporation

(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)

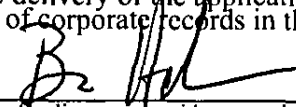
6. If the amendment changes the period of duration, indicate new period of duration.

(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)

Brian Helman

(Typed or printed name of person signing)

/ CFO

(Title of person signing)

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, APRIL 16, 2007

The State Corporation Commission has found the accompanying articles submitted on behalf of
Rosetta Stone Ltd. (formerly FAIRFIELD & SONS, LTD.)

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is **ORDERED** that this

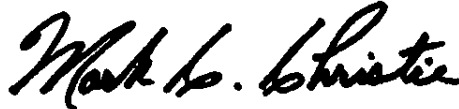
CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the
Commission, effective April 16, 2007.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner