

F 0600000 4060

Florida Department of State
Division of Corporations
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To: Division of Corporations
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REGISTERED AGENT CHANGE

CONVERGYS LEARNING SOLUTIONS INC.

Certificate of Status	0
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Page Count	02
Estimated Charge	\$35.00

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RA Change

02-13-09 2/12/2009

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 Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Convergys Learning Solutions Inc.
2. The principal office address: 201 E. FOURTH ST. CINCINNATI OH 45202
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 06/09/2006 Document number: F06000004060
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State: (If resigned, enter resigned)

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

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

C T Corporation System
c/o C T Corporation System, 1200 South Pine Island Road
(P.O. Box NOT acceptable)
Plantation, Florida 33324

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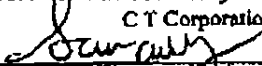
The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

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)

Melissa Surmann, 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.

By: 
(Signature of Registered Agent)

2/12/09
(Date)

If signing on behalf of an entity:

Samantha Jones, Assistant Secretary
(Typed or Printed Name)

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
CR2E045 (8/05)