

F11000001791

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

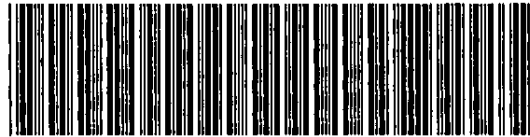
(Business Entity Name)

(Document Number)

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FILED  
12 DEC 14 PM 12:22  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

DEC 18 2012

C. MUSTAIN

FFW

## COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: 2Tor, Inc.

Name of Corporation

DOCUMENT NUMBER: F11000001791

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Catherine Graham

Name of Contact Person

2U, Inc.

Firm/Company

8201 Corporate Drive, Ste 190

Address

Landover MD 20785

City/State and Zip Code

cgraham@2u.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Nicole Shimborski

Name of Contact Person

at ( 516 ) 877-5900 x 222

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)**

F11000001791

(Document number of corporation (if known))

1. 2Tor, Inc.

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

2. Delaware

(Incorporated under laws of)

3. April 26, 2011

(Date authorized to do business in Florida)

FILED  
12 DEC 14 PM 12:22  
STATE OF FLORIDA  
TALLAHASSEE

**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? October 14, 2012

5. 2U, 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)

Catherine Graham

(Typed or printed name of person signing)

CFO

(Title of person signing)

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:54 PM 10/11/2012  
FILED 04:07 PM 10/11/2012  
SRV 121121018 - 4527983 FILE

**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
2TOR, INC.**

**2TOR, INC.**, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

**FIRST:** The name of the corporation is **2TOR, INC.**

**SECOND:** The date of the filing of the original Certificate of Incorporation of this corporation with the Secretary of State of the State of Delaware was April 2, 2008 under the name 2Tor Inc. and was last amended and restated by the Sixth Amended and Restated Certificate of Incorporation filed with the Secretary of the State of Delaware on April 3, 2012.

**THIRD:** The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending the Corporation's Amended and Restated Certificate of Incorporation as follows:

Article I will be amended to read in its entirety as follows:

"The name of this corporation is **2U, INC.** (the "*Corporation*")."

**FOURTH:** The amendment of the Amended and Restated Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

**[SIGNATURE PAGE FOLLOWS]**

The undersigned authorized officer of 2tor, Inc. has caused this Certificate of Amendment to be signed this 11<sup>th</sup> day of October, 2012.

2TOR, INC.

By: 

Christopher Pancek  
Chief Executive Officer and President

# 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 "2TOR, INC.", CHANGING ITS NAME FROM "2TOR, INC." TO "2U, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF OCTOBER, A.D. 2012, AT 4:07 O'CLOCK P.M.

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

4527983 8100

121121018

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



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9911876

DATE: 10-12-12