

Division of Corporations

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F11000003096

**Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

RE-SUBMIT

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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Please retain original filing
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CAMBIUM EDUCATION, INC.**

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05/14/14

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850-617-6381 5/13/2014 3:56:29 PM PAGE 1/001 Fax Server



May 13, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CAMBIUM EDUCATION, INC.
4093 SPECIALTY PLACE
LONGMONT, CO 80504US

SUBJECT: CAMBIUM EDUCATION, INC.
REF: F11000003096

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE CORRECT THE DATE IN SECTION #4 OF THE APPLICATION TO READ:
12/31/13.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H14000112550
Letter Number: 514A00010289

RE-SUBMIT

Please retain original
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RECEIVED
14 MAY 13 AM 8:05
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Voyager Sopris Learning, Inc. a Corporation incorporated under the laws of the state of Colorado, does hereby appoint Kimberly Baggett, Lisa Dubois, and Michael Jones, employees of CT Corporation and acting solely in the capacity as employees of CT Corporation, as attorney-in-fact for the Corporation to act for the Corporation and in the Corporation's name for the limited purposes authorized herein.

The Corporation, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's name, as related to the qualification on file with a state, as directed and authorized by the Corporation.

In the execution of any documents necessary for the sole, limited purpose, set forth herein, Kimberly Baggett, Lisa Dubois, and Michael Jones shall exercise the power of Vice President, Secretary, Manager, and/or Member.

This Power of Attorney expires when revoked by the undersigned

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this May 2, 2014

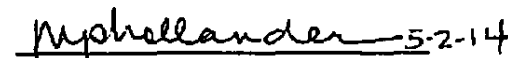
Voyager Sopris Learning, Inc.
A Colorado Corporation

By: 
Name: Todd W. Buchardt
Title: General Counsel

State of Texas
County of Dallas

On May 2, 2014 before me, the undersigned, a Notary Public in and for said State, personally appeared Todd W. Buchardt personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed this instrument.

Witness my hand and official seal.

 5-2-14
Marsy Powell, Notary Public





STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, SCOTT GESSLER, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT ACCORDING TO THE RECORDS OF THIS
OFFICE, ARTICLES OF AMENDMENT WERE FILED ON DECEMBER 27, 2013
WITH A DELAYED EFFECTIVE DATE OF DECEMBER 31, 2013, CHANGING
THE ENTITY NAME OF

CAMBIUM EDUCATION, INC.
(COLORADO CORPORATION)

TO

VOYAGER SOPRIS LEARNING, INC.
(COLORADO CORPORATION)

Dated: May 02, 2014

SECRETARY OF STATE

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Scott Gessler, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

Voyager Sopris Learning, Inc.

is a Corporation formed or registered on 01/17/1997 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 19971008216.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 05/01/2014 that have been posted, and by documents delivered to this office electronically through 05/02/2014 @ 13:59:44.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 05/02/2014 @ 13:59:44 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 8839815.



Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."