

F94000003658



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 231675 4332209

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED  
99 JUN -1 PM 12:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : May 6, 1999

ORDER TIME : 11:01 AM

ORDER NO. : 231675-140

CUSTOMER NO: 4332209

CUSTOMER: Ms. Susan M. Anderson  
The Thomson Corporation  
One Station Place  
Metro Center  
Stamford, CT 06902

*Patricia Project*

200002890912--3

*None  
Change  
Amend*

FOREIGN FILINGS

NAME: INTERNATIONAL THOMSON  
PUBLISHING INC.

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

RECEIVED  
99 JUN -1 PM 12:11  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

*AR  
6/2/99*

**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)

1. INTERNATIONAL THOMSON PUBLISHING INC.  
Name of corporation as it appears on the records of the Department of State.

2. DELAWARE 3. 7/13/94  
Incorporated under laws of Date authorized to do business in Florida

FILED  
99 JUN -1 PM 12:20  
SECRETARY OF STATE  
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? 5/12/99

5. THOMSON LEARNING 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.

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

Edward A. Friedland  
Signature

May 20, 1999  
Date

EDWARD A. FRIEDLAND  
Typed or printed name

VICE PRESIDENT  
Title

*Office of the Secretary of State*

---

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "INTERNATIONAL THOMSON PUBLISHING INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "THOMSON LEARNING INC.", THE TWELFTH DAY OF MAY, A.D. 1999, AT 9 O'CLOCK A.M.

2406150 8320

991211374



9769587

05-26-99

*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: