Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H070002237123)))



Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number

: (850)205-0380

From:

Account Name

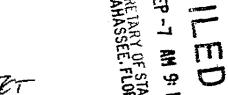
: CORPORATION SERVICE COMPANY

Account Number: I20000000195 Phone

: (850)521-1000

Fax Number _

: (850)558-1575



AMND/RESTATE/CORRECT OR O/D RESIGN

THOMSON LEARNING INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00



Electronic Filing Menu

Corporate Filing Menu

Help

PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA (Puisuant to s. 607.1504, F.S.)

	1.	
SECTION ((1-3 must be completed)		07 SEP
		25 Y
(Document number of	corporation (if known)	
, THOMSON LEARNING INC,		1013 1013 9
<u> </u>	the records of the Department of State)	Em o
		>
2.DELAWARE	3 JULY 13, 1994 (Date authorized to do business	
(Incorporated under laws of)	(Type survivince to do ordinez	5 in Fiond 2)
SECTI (4-7 complete only thi		
4. If the amendment changes the name of the corporation,	when was the change effected under	the laws of
its jurisdiction of incorporation? AUGUST 30, 2007	-	
5 CENGAGE LEARNING, INC,		
(Name of corporation after the amendment, adding suffi- appropriate abbreviation, if not contained in new name	x "corporation," "company," or "inc of the corporation)	corporated," or
(If new name is unavailable in Florida, enter alternate conbusiness in Florida)	rporate name adopted for the purpose	e of transacting
5. If the smendment changes the period of duration, indicat	e new period of duration.	
N/A		
(New du	ration)	
If the amendment changes the jurisdiction of incorporation	on, indicate new jurisdiction.	
N/A		
(New juria	sdiction)	
march Montale	and a sel and	
(Signature of a director, president or other officer - if in the	70 28 07-	
of a receiver of other court appointed fiduciary, by that fidu	ciary)	
MARGARET HECKLER (Typed or printed name of nervon signing)	ASST. SECRET.	

Delaware

PAGE ;

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CENGAGE LEARNING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF AUGUST, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CENGAGE LEARNING, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF MAY, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

Harriet Smith Hindson
Harriet Smith Windson, Secretary of State

AUTHENTICATION: 5970147

DATE: 08-31-07

2406150 8300 070978182