

2008 FOR PROFIT CORPORATION ANNUAL REPORT

FILED
Apr 22, 2008 8:00 am
Secretary of State

04-22-2008 90027 036 ***150.00

DOCUMENT # F94000003658

1. Entity Name
CENGAGE LEARNING, INC.



Principal Place of Business
**5191 NATORP BLVD
MASON, OH 45040 US**

Mailing Address
**5191 NATORP BLVD
3RD FLOOR
MASON, OH 45040 US**

40070500



04082008 Chg-P CR2E034 (12/06)

2. Principal Place of Business - No P.O. Box #		3. Mailing Address		4. FEI Number 59-2124491	Applied For <input type="checkbox"/> Not Applicable
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
City & State		City & State			
Zip	Country	Zip	Country		

6. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET, STE 105 TALLAHASSEE, FL 32301		7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City FL Zip Code	
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8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

FILE NOW!!! FEE IS \$150.00 After May 1, 2008 Fee will be \$550.00	9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees
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10. OFFICERS AND DIRECTORS		11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PCEO SCHLOSSER, RONALD 200 FIRST STANFORD PLACE STAMFORD, CT 06902 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	President Ronald Dunn 200 First Stamford Place Stamford, CT 06902 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS SCHROEDER, JAMES W 200 FIRST STANFORD PLACE STAMFORD, CT 06902 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	CFO Jerry V Elliott 200 First Stamford Place Stamford, CT 06902 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CFO BECKINGHAM, DENNIS J 200 FIRST STANFORD PLACE STAMFORD, CT 06902 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP William D Rieders 200 First Stamford Place Stamford, CT 06902 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V FRIEDLAND, EDWARD A 200 FIRST STANFORD PLACE STAMFORD, CT 06902 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	Asst Secretary Margaret Heckler 200 First Stamford Place Stamford, CT 06902 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S CARSON, KENNETH 200 FIRST STANFORD PLACE STAMFORD, CT 06902 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS SCHILLING, ANGELA M 5191 NATORP BLVD MASON, OH 45040 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	

12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: *Angela M Schilling* 4-11-08 (513) 229-1000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #