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OF COUNSEL

ROBERT J. DI LEONARDI

February 4, 1998

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

9000002424829-17
-02/09/98-01039-005
*****35.00 *****35.00

RE: Pearson Professional Inc.

TO WHOM IT MAY CONCERN:

We represent Pearson Professional Inc. ("Pearson"). Pearson desires to amend its Application for Authorization to Transact Business in Florida in order to change its corporate name to Financial Times Business Inc. In order to affect the amendment, enclosed are:

- 1) a completed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida; and
- 2) our firm's check in the amount of \$35.00 in payment of the filing fees.

Please return a stamped copy of the application to me at the address above. If you have any questions, please do not hesitate to contact me at 312-853-4474. Thank you for your assistance in this matter.

Respectfully,

Arie M. Flemenbaum
Arie M. Flemenbaum

Enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -9 AM 9:52

N.C.
02-11-98
CC

(Pursuant to s. 607.1504, F.S.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -9 AM 9:52

- | Secretary | Title |
|-----------|-------|
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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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 "PEARSON PROFESSIONAL INC.", CHANGING ITS NAME FROM "PEARSON PROFESSIONAL INC." TO "FINANCIAL TIMES BUSINESS INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1997, AT 12:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2648223 8100

971449560

AUTHENTICATION: 8863718

DATE: 01-13-98

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:30 PM 12/29/1997
971449560 - 2648223

MISC/CERTIF. INC.
12/24/97

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
PEARSON PROFESSIONAL INC.

PEARSON PROFESSIONAL INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable that Article 1 of the Certificate of Incorporation of the Corporation be amended to read as follows:

ARTICLE 1

"The name of the corporation is Financial Times Business Inc. (the "Corporation")".

SECOND: That in lieu of a meeting and vote of the sole shareholder, the shareholder has given its written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

FIFTH: That the effective date of said amendment shall be January 1, 1998.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by William H. Cowan, an Authorized Officer, this 24 day of December, 1997.

PEARSON PROFESSIONAL INC.

By: 
Its: Secretary