

F9700000006886

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

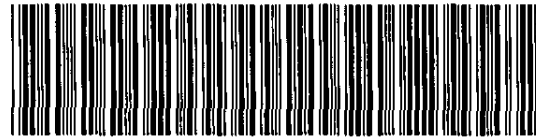
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATE
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RA/RD/CH8
@ 9.14.12



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 336221 7893740

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 35.00

ORDER DATE : September 5, 2012

ORDER TIME : 10:26 AM

ORDER NO. : 336221-012

CUSTOMER NO: 7893740

CHANGE OF AGENT

NAME: EDISONLEARNING, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Becky Peirce

EXAMINER'S INITIALS:

[Handwritten initials "10"]

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR
BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: EDISONLEARNING, INC.
2. The principal office address: 485 Lexington Avenue, 2nd Floor, Attn: Corporate Tax Dept.
New York, NY 1001
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 12/29/1997 Document number: F97000006886
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State: (If resigned, enter resigned)

C T Corporation System

1200 South Pine Island Road

Plantation, FL 33324

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company

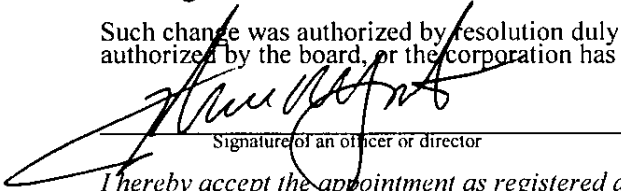
1201 Hays Street

P.O. Box NOT acceptable

Tallahassee, FL 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.



Signature of an officer or director

Thomas M. Jackson, Chief Operating & Legal Officer

Printed or typed name and title

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Corporation Service Company

By: 

Signature of Registered Agent

9-5-12

Date

If signing on behalf of an entity:

Grace E. Kirby, Assistant VP

Typed or Printed Name

* * * FILING FEE: \$35.00 * * *

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SECRETARY OF STATE
DIVISION OF CORPORATIONS