

F 99000002980



ACCOUNT NO. : 072100000032

REFERENCE : 705337 4302480

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pigott

FILED
00 MAY 24 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 22, 2000

ORDER TIME : 4:51 PM

ORDER NO. : 705337-005

6000003264736--8

CUSTOMER NO: 4302480

CUSTOMER: John C. Sorensen, Paralegal
Bingham Dana LLP
399 Park Avenue
21st Floor
New York, NY 10022-4689

FOREIGN FILINGS

NAME: CAMBRIDGE ACADEMIES, INC.
D/B/A CAMBRIDGE DAY SCHOOLS,
INC.

XX PROFIT
XXXX AMENDMENT

XX CORPORATE

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX PLAIN STAMPED COPY

FILE LIST

CONTACT PERSON: Tamara Odom

N.C.
O. COULLETTE MAY 24 2000

RECEIVED
00 MAY 24
DIVISION OF
TALLAHASSEE

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

SECTION I

1. CAMBRIDGE ACADEMIES, INC. doing business in Florida as CAMBRIDGE DAY SCHOOLS, INC.

SECTION II

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 9, 2000

5. CHANCELLOR ACADEMIES, 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


Signature

5.17.00
Date

John J-H Kim
Typed or printed name

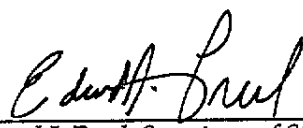
President
Title

FILED
00 MAY 24 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CAMBRIDGE ACADEMIES INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CHANCELLOR ACADEMIES, INC.", THE NINTH DAY OF MAY, A.D. 2000, AT 9 O'CLOCK A.M.





Edward J. Freel, Secretary of State

3019372 8320

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AUTHENTICATION: 0451584
DATE: 05-22-00