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Tallahassee, FL 32301
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DATE: 5/17

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Corporation(s) Name

Compass Learning, Inc.

☐ Profit
☐ Nonprofit

☒ Amendment
NAME

☐ Merger

☐ Foreign
☐ LLC

☐ Dissolution
☐ Withdrawal

☐ Mark

☐ Limited Partnership
☐ Reinstatement
☐ UCC ☐ 1 or ☐ 3

☐ UBR
☐ Fictitious Name

☐ Other
☐ Ch. RA

FILED
00 MAY 17 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

***Special Instructions**

☐ Certified Copy ☐ Photocopies ☐ CUS
☐ arts/ameds/mergers ☐ Other-See Above

☒ Walk in ☒ Pick-up ☐ Will Wait

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Carol Clark

NIC
Spayne
5/17/00

RECEIVED
00 MAY 17 PM 12:08
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
Thank You!

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. JLC LEARNING CORPORATION
Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Delaware

3. Date authorized to do business in Florida: September 27, 1999

SECTION II (4-7 complete only the applicable changes)

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

January 20, 2000

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

CompassLearning, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Curtis Hedges

Signature
Name and Title

Curtis Hedges, Vice President


5/4/00
Date

FILED
00 MAY 17 PM 2:58
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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 "JLC LEARNING CORPORATION", CHANGING ITS NAME FROM "JLC LEARNING CORPORATION" TO "COMPASSLEARNING, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JANUARY, A.D. 2000, AT 3 O'CLOCK P.M.





Edward J. Freel, Secretary of State

3042018 8100

001241508

AUTHENTICATION: 0433535

DATE: 05-11-00

SECOND CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
JLC LEARNING CORPORATION

I, Martin E. Kenney, Jr., Chief Executive Officer of JLC Learning Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware ("DGCL") (the "Corporation"), DO HEREBY CERTIFY as follows:

1. The amendment to the Certificate of Incorporation set forth in the following resolution has been approved by the Corporation's Board of Directors and was duly adopted in accordance with the provisions of Section 242 of the DGCL.

"RESOLVED, that Article FIRST of the Certificate of Incorporation of the Corporation shall be amended to read as follows:

FIRST: The name of the Corporation is:

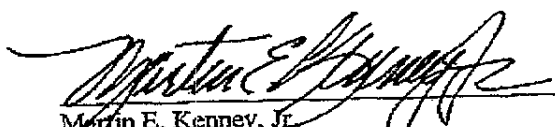
CompassLearning, Inc."

2. That in lieu of a meeting and vote of stockholders, the stockholders have given consent to said amendment in accordance with the provisions of Section 242 and 228 of the DGCL.

3. That the aforesaid amendments were duly adopted in accordance with Section 242 of the DGCL.

IN WITNESS WHEREOF, this Second Certificate of Amendment has been executed on behalf of the Corporation by its Secretary on this 18 day of January, 2000.

JLC LEARNING CORPORATION


Martin E. Kenney, Jr.
Chief Executive Officer