

L99000001311



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 336035 7148105

AUTHORIZATION :

COST LIMIT :

Patricia Pugh

PPS

ORDER DATE : August 10, 1999

ORDER TIME : 2:08 PM

ORDER NO. : 336035-005

CUSTOMER NO: 7148105

CUSTOMER: Ms. Margot Gill
Kogan & Taubman, L.L.C.
39 Broadway, Suite 2704

New York, NY 10006

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-08/19/99-01005--004

*****52.50 *****52.50

DOMESTIC AMENDMENT FILING

NAME: MHE PROJIX, LLC

EFFECTIVE DATE:

L99-1311

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 11 PM 3:33

FILED

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 19, 1999

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: MHE PROJIX, LLC
Ref. Number: L99000001311

We have received your document for MHE PROJIX, LLC and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The limited liability company can only be managed by managers OR members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 399A00041738

99 AUG 11 PM 3:33 99 AUG 19 AM 11:21
FILED
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

MHE PROJIX, LLC
(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of the articles of organization was March 9, 1999.

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

RESOLVED, that the managers and managing members of the limited liability company be changed, and that, in order to accomplish the same, Article V of the Articles of Organization be amended to read as follows:

The Limited Liability Company is to be managed by managers and managing members, the names and addresses of the managers are:

Managing
Member: MHE, Inc.

15245 Shady Grove Road
Suite 400
Rockville, MD 20850
TIN 52-1982756

Managing: Projix Corporation
Member

1845 Mintwood Place NW
Suite 104
Washington, DC 20009-1947
TIN 52-2014717

Managing: KT Ventures, LLC
Member

39 Broadway, Suite 2704
New York, NY 10006

Managing: Thomas Bostic-Smith
Member

192 Lawton Road
Riverside, IL 60546
TIN 36-4169973

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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Manager : Mark Elénowitz

15245 Shady Grove Road
Suite 400
Rockville, MD 20850
TIN 52-1982756

Manager: David Simonetti

516 N.E. 9th Avenue
Ft. Lauderdale, FL 33301

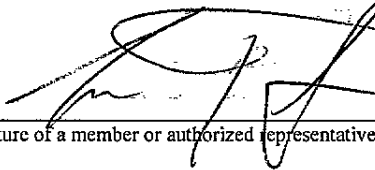
Manager: Louis Taubman

39 Broadway, Suite 2704
New York, NY 10006

Manager: Thomas Bostic-Smith

192 Lawton Road
Riverside, IL 60546
TIN 36-4169973

Dated August 12, 1999



Signature of a member or authorized representative of a member

Louis E. Taubman

Typed or Printed name of Signee
Filing Fee: \$52.50

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TALLAHASSEE, FLORIDA