

**CERTIFICATE OF WITHDRAWAL OF AUTHORITY TO
TRANSACTION BUSINESS IN FLORIDA**

The name of the limited liability company as currently filed with the Florida Department of State:
MHE CRITERION LLC

The document number of the limited liability company is M02000000688.

This limited liability company was organized under the laws of Delaware.

The date this limited liability registered with the Department of State is March 18, 2002.

This limited liability company is withdrawing its certificate of authority in this state.

Signature: BRIAN RICHTER

Electronic Signature of Authorized Representative