

From:

05/06/2013 02:49

#180 P.001/003

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
MCGRAW-HILL EDUCATION LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
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From:

05/06/2013 02:50

#180 P.002/003

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: McGraw-Hill Education LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: 01/14/13

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

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 02/19/13
5. New name of the limited liability company: McGraw-Hill Global Education, LLC
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

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

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction:

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized representative of a member

David Stafford, Authorized Person

Typed or printed name of signee

Filing Fee: \$25.00

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From:

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "MCGRAW-HILL EDUCATION LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MCGRAW-HILL GLOBAL EDUCATION, LLC", THE NINETEENTH DAY OF FEBRUARY, A.D. 2013, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MCGRAW-HILL GLOBAL EDUCATION, LLC" WAS FORMED ON THE NINTH DAY OF AUGUST, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0402009

DATE: 05-02-13

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