P04748

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 4, 2000

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: KAPLAN EDUCATIONAL CENTERS, INC.
Ref. Number: P04748

300003210543--6
-04/17/00--01002--002
*****43.75 *****43.75

We have received your document for KAPLAN EDUCATIONAL CENTERS, INC. and check(s) totaling $43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 000A00000360

From: Melanie \ CT

00 APR 14 PM 1:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
RECEIVED

FILED
00 APR 14 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEWIS APR 13 2000

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

FILED
00 APR 14 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Kaplan Educational Centers, Inc.
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: January 23, 1985

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?

December 17, 1999

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

Kaplan, Inc. doing business in Florida as Kaplan Educational Centers, 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.

No Change

Signature
Name and Title
Robert Lane, Vice President

April 5, 2000
Date

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "KAPLAN EDUCATIONAL CENTERS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "KAPLAN, INC.", THE SEVENTEENTH DAY OF DECEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE 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 FRANCHISE TAXES HAVE BEEN PAID TO DATE.

Edward J. Freel, Secretary of State

2049341 8320

001189424

AUTHENTICATION: 0379118

DATE: 04-13-00

KAPLAN, INC.

UNANIMOUS WRITTEN CONSENT

OF

THE BOARD OF DIRECTORS

The undersigned, being all of the members of the Board of Directors of Kaplan, Inc., a Delaware corporation (the "Corporation"), do hereby consent to the adoption of the following resolutions pursuant to the provisions of Section 141(f) of the General Corporation Law of the State of Delaware:

WHEREAS, the Board of Directors of the Corporation deems it advisable and in the best interests of the Corporation that the Corporation adopt a fictitious name for use in those states in which the corporate name is unavailable;

NOW THEREFORE, BE IT

RESOLVED, that Kaplan, Inc., organized and existing in the State of Delaware, hereby adopts the name Kaplan Educational Centers or Kaplan Educational Centers, Inc., as required by specific States, for use for all purposes in the States of California, Colorado, Florida, Massachusetts, Missouri, Nebraska, New Jersey, North Carolina, Pennsylvania, Rhode Island, Texas, Vermont, Virginia and any other state in which it becomes necessary to use a fictitious or alternate or assumed name due to the unavailability of the name Kaplan, Inc.; and it is

FURTHER RESOLVED, that the appropriate officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to execute, deliver and/or file all such instruments, certificates and other documents and to take all such other actions as any of such officers shall determine to be necessary or desirable to enable the Corporation to do business within each of the aforementioned States under the name of Kaplan Educational Centers or Kaplan Educational Centers, Inc. as the case may be; and it is

FURTHER RESOLVED, that all activities and business of the Corporation within said States shall be carried out under the name of Kaplan Educational Centers or Kaplan Educational Centers, Inc. as the case may be; and it is

Sent by: Konica Fax 9825 212 492 5860; 01/27/00 9:53AM;#939; Page 3/3

FURTHER RESOLVED, that any and all actions by any officer or director in connection with the transactions contemplated by these resolutions taken prior to the date of this Consent are hereby adopted, ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent in counterparts effective as of the date first written above.

Jonathan N. Grayer

Alan G. Spoon

Beverly Keil