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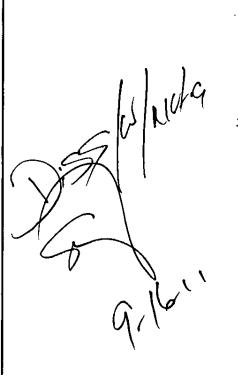
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FARLEIGH WADA WITT

Melissa E. Beyer Attorney Admitted in Oregon and Washington

mbeyer@fwwlaw.com

121 SW Morrison Street, Suite 600 Portland, Oregon 97204 tel 503.228.6044 fax 503.228.1741 www.fwwlaw.com

September 14, 2011

Via Overnight Delivery

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re:

International Learning Corporation

Document Number: P06000153792

Dear Sir or Madam:

This office represents International Learning Corporation in connection with its dissolution. I enclose one original and one copy of the Articles of Dissolution of International Learning Corporation, as well as a Cover Letter and our check in the amount of \$43.75 for the filing fee and certified copy fee. Additionally, I enclose a Notice of Corporate Dissolution for resolution of payment of unknown claims against this corporation.

Please return the certified copy of the Articles of Dissolution in the stamped self-addressed envelope provided. Thank you for your assistance.

Sincerely,

Melissa E. Beyer

MEB/jel Enclosures

cc: International Learning Corporation \\sql01\plaw\DOCS\NWEA\71116\LTR\38E7548.DOC

COVER LETTER

TO: Amendment Section	
Division of Corporations	
SUBJECT: International Learning Corporati	ion - Dissolution
Sobile 1.	
DOCUMENT NUMBER: P06000153792	
The enclosed Articles of Dissolution and fee are submit	tted for filing.
Please return all correspondence concerning this matter	to the following:
F. Scott Farleigh	
(Name of Contact Perso	on)
Farleigh Wada Witt	
(Firm/Company)	
121 SW Morrison Street, Suite 600	
(Address)	
Portland, OR 97204	
(City/State and Zip Co	ode)
For further information concerning this matter, please ca	ıll:
F. Scott Farleigh at (50	03) 228-6044
	rea Code & Daytime Telephone Number)
Enclosed is a check for the following amount:	
Sample 1984 Sample 2084 Sa	Copy Certificate of Status & Certified Copy
MAILING ADDRESS: Amendment Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314	STREET ADDRESS: Amendment Section Division of Corporations Clifton Building 2661 Executive Center Circle

Tallahassee, FL 32301

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST:	The name of the corporation as currently filed with the Florida Department	of State:			
	International Learning Corporation				
SECOND:	The document number of the corporation (if known): P06000153792				
THIRD:	The date dissolution was authorized: September 14, 2011				
	Effective date of dissolution if applicable: September 14, 2011 (no more than 90 days after dissolution)	n file date)	<u> </u>		
FOURTH:	Adoption of Dissolution (CHECK ONE)				
	Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval. Written consent by the shareholders was given in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act. Dissolution was approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve: The number of votes cast for dissolution was sufficient for approval by				
	(voting group)		5 PM 8: 4:3		
	Signature: (By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)				
	Matthew W. Chapman			•	
	(Typed or printed name of person signing)				

Filing Fee: \$35

(Title of person signing)

President of Northwest Evaluation Association, Shareholder, and as Director and President of International Learning Corporation

Notice of Corporate Dissolution

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims

against this corporation as provided in s. 607.1407, F.S. This "Notice of Corporate Dissolution" is optional and is not required when filing a voluntary dissolution. Name of Corporation: International Learning Corporation Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the Articles of Dissolution. Description of information that must be included in a claim: Entity/Individual to whom claimed amount is owed Reasonable description of the claim, including amount owed and date accrued Contact information for individual with whom to address claim Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations) ATTN: Jeffrey P. Strickler, Executive Vice President and Secretary Northwest Evaluation Association 121 NW Everett Street Portland, OR 97209 A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice. F. Scott Farleigh, Attorney in Fact Printed Name of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00