



P12304

ACCOUNT NO. : 072100000032
REFERENCE : 249192 4332209
AUTHORIZATION : Patricia Pujot
COST LIMIT : \$ 35.00

FILED
2001 OCT 31 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 30, 2001
ORDER TIME : 11:28 AM
ORDER NO. : 249192-300
CUSTOMER NO: 4332209
CUSTOMER: Ms. Helen V. Stamatiadis
The Thomson Corporation
One Station Place
Stamford, CT 06902

RECEIVED
01 OCT 31 PM 12:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

NAME: HARCOURT ASSESSMENT SYSTEMS,
INC.

600004660816-6

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar

C. Coulliette OCT 31 2001

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation : _____
HARCOURT ASSESSMENT SYSTEMS, INC.

2. The mailing address of the corporation : Suite 300, 3 Bala Plaza West
Bala Cynwyd, PA 19004-3481

3. Date of incorporation/qualification: November 26, 1986 Document number: FL2304

4. The name and address of the current registered agent and office:

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

5. The name and address of the new registered agent (if changed) and/or registered office (if changed):
(P. O. Box Not Acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

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The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board)

October 19, 2001
(Date)

Helen V. Stamatiadis, Assistant Secretary
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Corporation Service Company

(Signature of Registered Agent)

10/30/2001
(Date)

If signing on behalf of an entity:

Christine J. Gates
(Typed or Printed Name)

Assistant Vice President
(Capacity)

*** FILING FEE: \$35.00 ***