



WHITMAN EDUCATION GROUP, INC.

P97000075576

August 9, 1999

Florida Department of State
Division of Corporations
P O BOX 6327
Tallahassee, Florida 32314

**Re: Whitman Education Group, Inc.
Document Number: P97000075576**

Dear Sir or Madam:

Enclosed please find the "Statement of Change Of Registered Office Or Registered Agent Or Both For Corporation" Form, duly executed by the above mentioned Corporation, along with check no. 5863, in the amount of \$35.00 representing the fee for filing said form.

Upon receipt, kindly review and process immediately. Should you have any questions, please do not hesitate to call me at (305) 575-6521. Thank you for your cooperation in this matter.

Sincerely,

Lourdes M. Alvarez
Executive Assistant
Legal and Executive Department

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

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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 Florida 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 is: Whitman Education Group, Inc.

2. The mailing address of the corporation is: 4400 Biscayne Blvd., 6th Floor
Miami, Florida 33137

3. Date of incorporation/qualification: 8/28/1997 Document number: P97000075576

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

Richard B. Salzman, Esquire
4400 Biscayne Blvd., 6th Floor
Miami, Florida 33137

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

Fernando L. Fernandez
4400 Biscayne Blvd., 6th Floor
Miami, Florida 33137

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

Randy S. Proto, President and Chief Operating Officer
(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.

[Signature] _____ (Date)
(Signature of Registered Agent)

If signing on behalf of an entity:

Whitman Education Group, Inc. _____ (Capacity)
(Typed or Printed Name)

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

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TALLAHASSEE, FLORIDA