

S98743



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 441024 5013437

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED
97 JUN 26 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 25, 1997

ORDER TIME : 1:14 PM

ORDER NO. : 441024

CUSTOMER NO: 5013437

CUSTOMER: Michael J. Cavaretta, Esq
The Learning Company
1 Antheneum Street

Cambridge, MA 02142

RA
Change
900002223939--7

CHANGE OF AGENT

NAME: SOFTKEY SOFTWARE PRODUCTS OF
FLORIDA, INC.

RECEIVED
97 JUN 26 PM 1:54
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Warren Whittaker

6/26/97
DD
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Florida Department of State, Sandra B. Mortham, Secretary of State

**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.

- 1a. The name of the corporation is: SOFTKEY SOFTWARE
PRODUCTS OF FLORIDA, INC.
- 1b. The mailing address of the corporation is: ONE ATHENAEUM STREET,
CAMBRIDGE, MA 02142
- 1c. Date of incorporation: 12.6.91 Document number: 59874
2. The name and address of the current registered agent and office:
CT CORPORATION
1200 SOUTH PINE ISLAND RD.
PLANTATION FL 33324
3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)
CORPORATION SERVICE COMPANY - FL
1201 HAYS STREET
TALLAHASSEE FL 32301

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.

David L. McEvoy
(Signature of an officer, chairman or
vice chairman of the board)

6.20.97
(Date)

DAVID L. MCEVOY, VICE PRES. AND
(Printed or typed name and title) ASST. SEC.

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.

By: Helen A. Falvey, asst. Secy
(Signature of Registered Agent)

June 25, 1997
(Date)

If signing on behalf of an entity:

Helen A. Falvey
(Typed or Printed Name)

Asst Secretary
(Capacity)