

V60701



ACCOUNT NO. : 072100000032
REFERENCE : 987435 4805411
AUTHORIZATION : *Patricia Pignato*
COST LIMIT : \$ 35.00

FILED
01 FEB -2 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 1, 2001

ORDER TIME : 9:0 AM

ORDER NO. : 987435-005

CUSTOMER NO: 4805411

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CUSTOMER: Lindsay A. Barton, Esq
Reboul Macmurray Hewitt
45 Rockefeller Center
11th Floor
New York, NY 10111

DOMESTIC AMENDMENT FILING

NAME: WALDEN E-LARNING, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

G. OUELLETTE FEB 8 2001

EXHIBIT A

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WALDEN E-LEARNING, INC.

FILED
01 FEB - 2 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the undersigned corporation (the "Corporation") hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Walden e-Learning, Inc.
2. Article THIRD of the Articles of Incorporation of the Corporation is amended and restated to read in its entirety as follows:

"THIRD: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 34,500,000 shares."

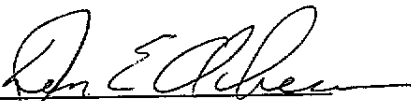
3. The first sentence of Article FOURTH of the Articles of Incorporation of the Corporation is amended and restated to read in its entirety as follows:

"FOURTH: The shares of stock of the Corporation shall be divided into 27,600,000 shares of Class A Voting Common Stock, \$.01 par value ("Class A Common Stock"), and 6,900,000 shares of Class B Non-Voting Common Stock, \$.01 par value ("Class B Common Stock" and, collectively with the Class A Common Stock, the "Common Stock")."

4. Except as otherwise provided in items 2 and 3 above, the Articles of Incorporation of the Corporation will remain unchanged.
5. The Board of Directors has determined that the capital of the Corporation will not be reduced under, or by reason of, the foregoing amendments to the Articles of Incorporation of the Corporation.
6. The foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to a unanimous written consent executed as of January 31, 2001.
7. The foregoing amendment was adopted by holders of 100% of the outstanding shares of each class of capital stock of the Corporation pursuant to a unanimous written consent of the stockholders of the Corporation executed as of January 31, 2001, which stockholder approval was sufficient to approve the foregoing amendment.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on
behalf of the Corporation by its Chairman of the Board as of this 31st day of January, 2001.

WALDEN E-LEARNING, INC.

By 
Chairman of the Board
DON E. ACKERMAN