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| 09/14/2007 | 200725601910 | FOREIGN/AMENDMENT (FAM) | 50.00 | 100.00 | .00 | .00 | .00 |

**Receipt**

This is not a bill. Please do not remit payment.

CORPORATION SERVICE COMPANY
ATTN: LISA VAIDO
887 SOUTH HIGH STREET
COLUMBUS, OH 43206

# STATE OF OHIO
## CERTIFICATE
### Ohio Secretary of State, Jennifer Brunner

**875503**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**CENGAGE LEARNING, INC.**

and, that said business records show the filing and recording of:

Document(s)
**FOREIGN/AMENDMENT**

Document No(s):
**200725601910**

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 6th day of September, A.D. 2007.

Ohio Secretary of State

DOC ID ----> 200725601910

www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

**Prescribed by:**
The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

| **Expedite this Form:** (Select One) | |
|---|---|
| Mail Form to one of the Following: | |
| ○ Yes | PO Box 1390<br>Columbus, OH 43216<br>** Requires an additional fee of $100 ** |
| ○ No | PO Box 1028<br>Columbus, OH 43216 |

# CERTIFICATE OF AMENDMENT TO FOREIGN CORPORATION APPLICATION FOR LICENSE

*(For Foreign, Profit or Nonprofit )*
Filing Fee $50.00

| (1) ☒ Foreign for Profit | (2) ☐ Foreign Nonprofit |
|---|---|
| License No. 8755 03 (179-FAM) | License No. (179-FAM) |

***Complete the following information in this section if box (1) or (2) is checked.***

THOMSON LEARNING INC.
(Name of Corporation - Including Assumed Name if Applicable)

MARGARET HECKLER, ASST. SEC, does hereby certify that the above named Foreign
(Authorized Officer and Title)

Corporation formed in the state of Delaware
has modified the information set forth in the original Application for License or any Amendment thereto with the following:

The name of the corporation has been amended to

CENGAGE LEARNING, INC.

The corporation's principal office shall be located in

5191 NATORP BLVD.
(street address) ***NOTE: P.O. Box Addresses are NOT acceptable.***

MASON (city, township, or village) OH (state) 45040 (zip code)

The corporation's principal office within Ohio shall be located in ☐ Check box if there is no Ohio Location

Columbus (city, township, or village) Franklin (county), Ohio 43215 (zip code)

CLIENT SERVICE CENTER
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*Complete the following information in this section if box (1) or (2) is checked Cont.*

The corporation will exercise the following corporate purpose(s) in Ohio:

This certificate of amendment supersedes the information currently on file with the Secretary of State of Ohio.

This Certificate of Amendment to the Foreign Corporation Application for License has been adopted in accordance with the laws of the state of domestication.

**REQUIRED**
Must be authenticated **(signed)** by an authorized representative

Authorized Representative
Asst- Secretary

AUG 28, 2007
Date