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CORPORATION(S) NAME

Harcourt Brace Legal and Professional Publications, Inc.
 Changed name to:
 Harcourt Professional Education Group, Inc.

99 MAR 15 PM 4:07
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

- Profit
- NonProfit
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- Foreign
- Amendment
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- Dissolution/Withdrawal
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- Reinstatement
- Limited Liability Partnership
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 99 MAR 15 PM 3:52
 DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
99 MAR 15 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Harcourt Brace Legal and Professional Publications, Inc.
Name of corporation as it appears within the records of the Department of State
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: November 5, 1976

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

February 12, 1999

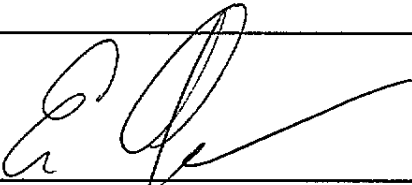
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Harcourt Professional Education Group, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.



Signature

March 3, 1999

Date

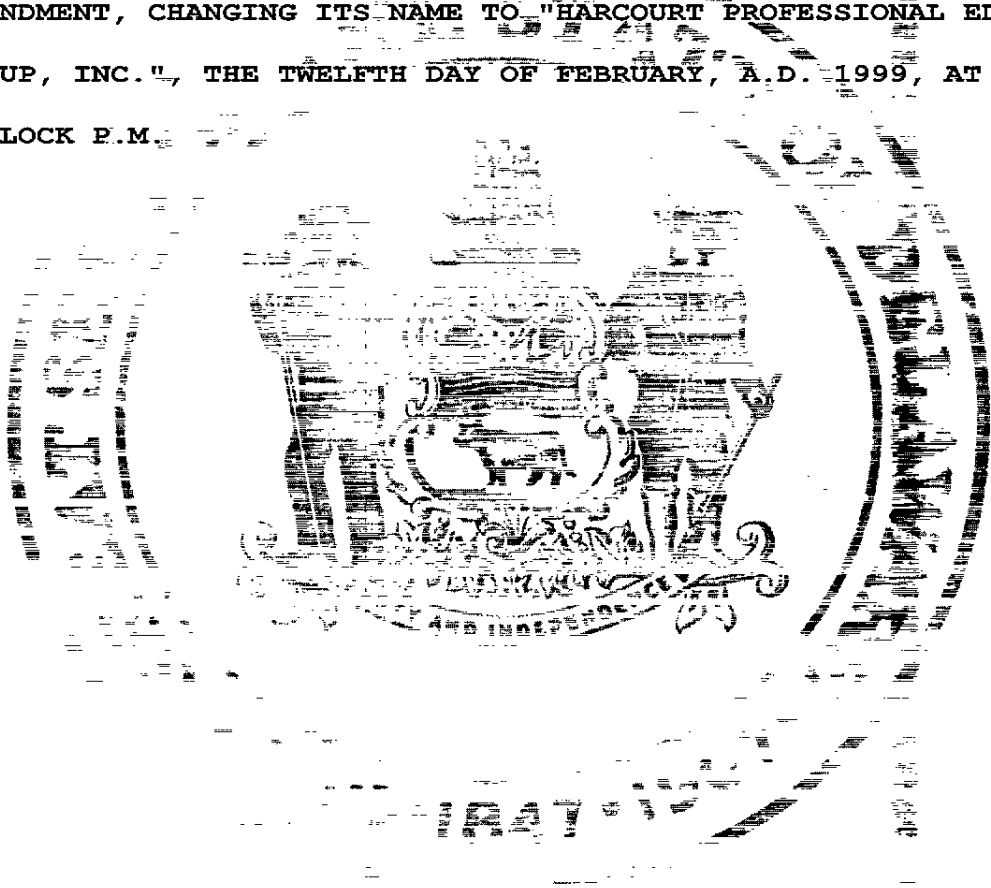
Name and Title

Eric P. Geller, Vice President

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "HARCOURT BRACE LEGAL AND PROFESSIONAL PUBLICATIONS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "HARCOURT PROFESSIONAL EDUCATION GROUP, INC.", THE TWELFTH DAY OF FEBRUARY, A.D. 1999, AT 3:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0823553 8320

AUTHENTICATION: 9614824

991088598

DATE: 03-08-99