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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

800002182858--9
-05/19/97--01083--009
*****35.00 *****35.00

CORPORATION(S) NAME

Childrens World Learning Centers, Inc
Changing its name to:

Meritus Educational Resources Company

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Merger
- Mark
- Other UCC Filing
- Change of R.A.
- Fic. Name
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- After 4:30
- Pick Up

Name Availability
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CR2E031 (1-89)

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4/19/97
3/19

File 1st



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 24, 1997

CT CORPORATION SYSTEMS

The name MERITUS EDUCATIONAL RESOURCES COMPANY has been reserved for 120 days beginning February 24, 1997. The reservation number is R97000000875 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Debbie Reagle

Letter number: 797A00009603

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

SECTION I (1-3 must be completed)

1. Children's World Learning Centers, 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: August 22, 1996

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TALLAHASSEE, FLORIDA

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?

April 29, 1997

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

Meritus Educational Resources Company

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

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

Peter Van Veen

Signature
Name and Title

Peter Van Veen, Vice President

4/29/97
Date

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CHILDREN'S WORLD LEARNING CENTERS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MERITUS EDUCATIONAL RESOURCES COMPANY", THE TWENTY-NINTH DAY OF APRIL, A.D. 1997, AT 3 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

8443644

DATE:

04-30-97

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Peter Van Veen

Signature
Name and Title

Peter Van Veen, Vice President

4/29/97

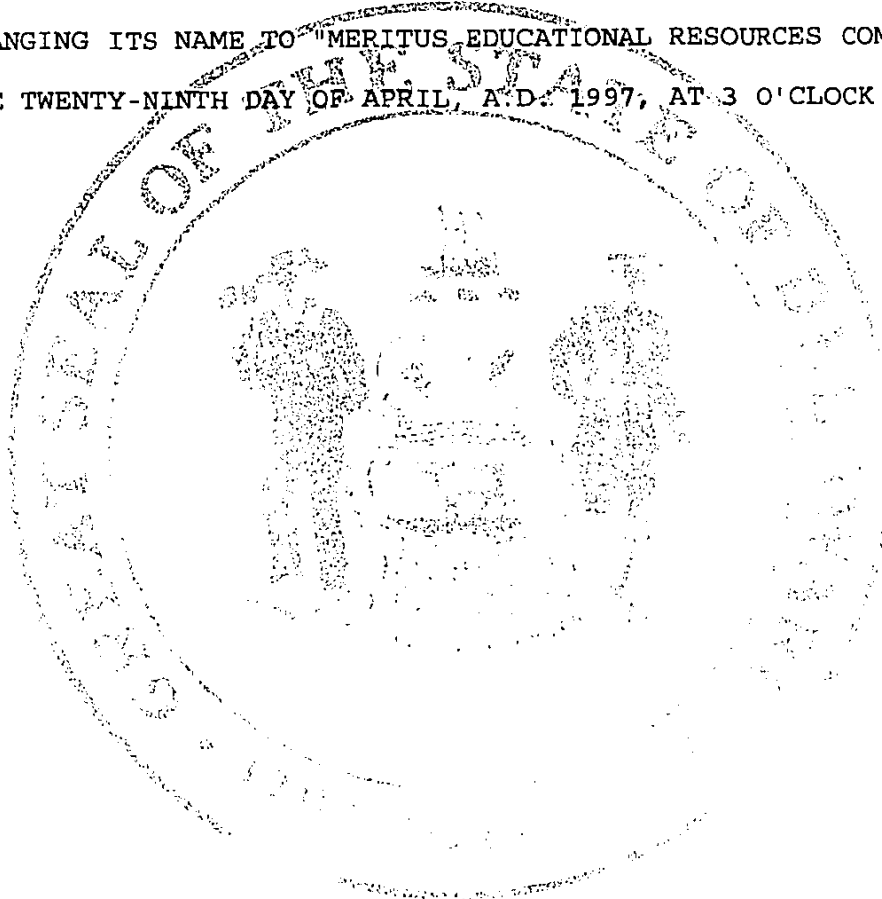
Date

State of Delaware

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