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COVER SHEET

To the Assistant Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof.

<p>1. Name of conveying party(ies): KAPLAN EDUCATIONAL CENTERS, INC.  12-10-02  Type of Entity: Corporation Additional names(s) of conveying party(ies) attached? No</p>	<p>2. Name and Address of receiving party(ies): Kaplan, Inc. 888 Seventh Avenue 23rd Floor New York, New York 10106  Type of Entity: Corporation If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Additional name(s) &amp; address(es) attached? No</p>
<p>3. Nature of Conveyance: Change of Name Execution Date: December 16, 1999 4.A. Trademark Application No(s):</p>	<p>B. Trademark Registration No.(s) 2,074,894  Additional numbers attached? No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p>	<p>6. Total number of documents involved: 1</p>
<p>OSTROLENK, FABER, GERB &amp; SOFFEN, LLP 1180 Avenue of the Americas New York, New York 10036-8403</p>	<p>7. Total fee (37 CFR 3.41): \$40.00 Enclosed as part of Check No. 14421 In the event the actual fee is greater than the payment submitted or is inadvertently not enclosed or if any additional fee due is not paid, the Patent and Trademark Office is authorized to charge the underpayment to Deposit Account No. 15-0700.</p>
DO NOT USE THIS SPACE	
<p>8. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</p> <p>Martin J. Beran _____ December 4, 2002 Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments, and document: 4</p>	

OFFICE OF PUBLIC RECORDS  
2002-DEC 10 AM 11:14  
FINANCE SECTION

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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
KAPLAN EDUCATIONAL CENTERS, INC.

\*\*\*\*\*

KAPLAN EDUCATIONAL CENTERS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of KAPLAN EDUCATIONAL CENTERS, INC. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

ARTICLE I

"The name of the corporation is Kaplan, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by Andrew Rosen, its Executive Vice President and Chief Operating Officer, this 16th day of December, 1999.

By: Andrew D. Rosen  
Andrew Rosen  
Executive Vice President and  
Chief Operating Officer

TOTAL P.03

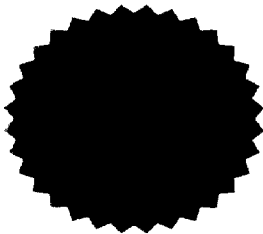
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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "KAPLAN EDUCATIONAL CENTERS, INC.", CHANGING ITS NAME FROM "KAPLAN EDUCATIONAL CENTERS, INC." TO "KAPLAN, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2082781

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DATE: 11-12-02

RECORDED: 12/10/2002

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