

State of Idaho

Office of the Secretary of State

AMENDED CERTIFICATE OF AUTHORITY

OF

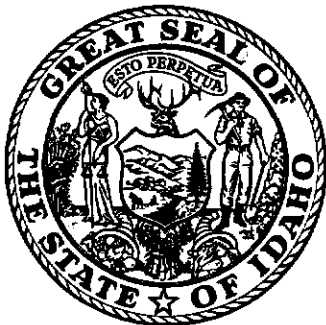
GENERAL PHYSICS CORPORATION

File Number C 93224

I, BEN YSURSA, Secretary of the State, hereby certify that an Application for Amended Certificate of Authority, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to reflect the name change from GENERAL PHYSICS CORPORATION to **GP STRATEGIES CORPORATION** and attach hereto a duplicate of the application for such amended certificate.

Dated: March 27, 2012



Ben Yursa

SECRETARY OF STATE

By

Dinda Corbus



APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY **FILED EFFECTIVE**

(Instructions on back of application)

2012 MAR 27 AM 10:22

SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-1504, **Idaho Code**, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement. Complete only applicable items.

1. A Certificate of Authority was issued to the corporation by your office on: September 4, 1990, authorizing it to transact business in the State of Idaho under the name of: General Physics Corporation
2. Its corporate name has been changed to: GP Strategies Corporation
3. The name which it shall use hereafter in the State of Idaho is: GP Strategies Corporation
4. It has changed its jurisdiction of incorporation, without a change of corporate identity to: _____

Dated: March 23, 2012 Corporation Name: General Physics Corporation

Signature: *Kenneth L. Crawford*

Typed Name: Kenneth L. Crawford

Capacity: Secretary

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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amended cert of authority.p65
Revised 07/2002

IDAHO SECRETARY OF STATE
03/27/2012 05:00
CK: 435873 CT: 268685 BH: 1317078
1 @ 30.00 = 30.00 AMEND CERT # 2

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"GP STRATEGIES CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "GENERAL PHYSICS CORPORATION" UNDER THE NAME OF "GP STRATEGIES CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2011, AT 10:59 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9446891

DATE: 03-21-12

Delaware

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The First State

BUSINESS.



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9446891

DATE: 03-21-12

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GP STRATEGIES CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF FEBRUARY, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GP STRATEGIES CORPORATION" WAS INCORPORATED ON THE FIFTEENTH DAY OF NOVEMBER, A.D. 1982.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

0948089 8300

120167018

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9363950

DATE: 02-14-12