



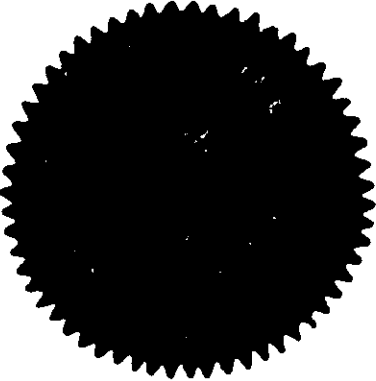
State of DELAWARE



Office of SECRETARY OF STATE

I, Robert H. Reed, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "GENERAL LEARNING CORPORATION", as received and
filed in this office the ninth day of October, A.D. 1974, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this fourteenth *day*
of January *in the year of our Lord*
one thousand nine hundred and seventy-five.



Robert H. Reed

Robert H. Reed

Secretary of State

Grover A. Biddle

Grover A. Biddle Assistant Secretary of State

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
GENERAL LEARNING CORPORATION

Pursuant to Section 242 of Title 8
of the Delaware Code of 1953

We, the undersigned, Gordon R. Hjalmarson and Richard P. Sernett, Chairman and Secretary, respectively, of General Learning Corporation, a Delaware corporation (hereinafter called "the Corporation"), do hereby certify as follows:

1. The amended Certificate of Incorporation, as last amended December 11, 1967, of the Corporation shall be further amended by (a) changing the name of the Corporation to SILVER BURDETT COMPANY, (b) by deleting all references to the ability of holders of Class A Common Stock and Class B Common Stock to elect four directors for each class, and (c) by deleting all references to Class A directors and Class B directors in quorum requirements; the aforesaid amendments of said Amended Certificate of Incorporation to be effected as follows:

A. Article FIRST of said Certificate of Incorporation shall be deleted and the following inserted therefor:

"FIRST: The name of the corporation
(hereinafter called 'the Corporation') is
SILVER BURDETT COMPANY."

B. Paragraph 6 of Article FOURTH of said Certificate of Incorporation shall be deleted and the following inserted therefor:

"6. The holders of Class A Common Stock and of Class B Common Stock shall share ratably per share in all distributions of dividends and in all distributions of assets upon liquidation, whether voluntary or involuntary, to which the Common Stock is entitled.

"The minimum amount of capital with which the Corporation will commence business is One Thousand Dollars (\$1,000.00)."

C. Paragraph 5 of Article EIGHTH of said Certificate of Incorporation shall be deleted and the following inserted therefor:

"5. Anything herein contained to the contrary notwithstanding, (a) the number of directors who shall be present at any meeting of the directors in order to constitute a quorum for the transaction of any business shall be a majority of the whole Board of Directors, and (b) the number of votes of directors that shall be necessary for the transaction of any business at any meeting of directors shall be the affirmative votes of a majority of the whole Board of Directors. As used in this paragraph, the term 'whole Board of Directors' shall mean the number of directors which the Corporation is at the time authorized to have, as specified in the By-Laws of the Corporation."

2. The person or body corporate holding all of the Class A Common Stock and Class B Common Stock of the Corporation entitled to vote on said amendments has consented in writing to

the adoption of said amendments, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware. Said amendments have been duly adopted in accordance with the provisions of Section 242 of said General Corporation Law.

3. The capital of the Corporation will not be reduced under or by reason of said amendments.

IN WITNESS WHEREOF, this Certificate has been made under the seal of said General Learning Corporation and has been signed by the undersigned, said Gordon R. Hjalmarson, Chairman, and said Richard P. Sernett, Secretary, this 23rd day of September, 1974.

/s/ Gordon R. Hjalmarson
Gordon R. Hjalmarson, Chairman

/s/ Richard P. Sernett
Richard P. Sernett, Secretary

(CORPORATE SEAL)

ATTEST:

/s/ Richard P. Sernett
Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

BE IT REMEMBERED that on the 23rd day of September, 1974, personally appeared before me, Joseph T. Stachura, a Notary Public in and for the County and State aforesaid, GORDON R. HJALMARSON, Chairman of General Learning Corporation, a Delaware corporation, the Corporation described in and on behalf of which the foregoing Certificate was made, and RICHARD P. SERNETT, Secretary of said Corporation, to me known and known to me to be such Chairman and such Secretary, respectively, and said GORDON R. HJALMARSON, as such Chairman, and said RICHARD P. SERNETT, as such Secretary, duly signed said Certificate before me and severally acknowledged said Certificate to be his act and deed and the act and deed of said Corporation and that the facts stated therein are true; that the signatures of said Chairman and said Secretary to said Certificate are in the respective handwriting of GORDON R. HJALMARSON, as Chairman, and RICHARD P. SERNETT, as Secretary, of said Corporation; that the seal affixed to said Certificate is the corporate seal of said Corporation; and that said Certificate was sealed, executed and acknowledged and delivered pursuant to due authority of the Board of Directors and the stockholders of said Corporation.

GIVEN under my hand and seal of office the day and year last aforesaid.

(Notarial Seal)

Joseph T. Stachura
Notary Public
Cook County, Illinois

/s/ Joseph T. Stachura
Notary Public