

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF WITHDRAWAL
OF
NATIONAL EDUCATION PAYROLL CORP.**

File Number C 84003

I, PETE T. CENARRUSA, secretary of State of the State of Idaho, hereby certify that Application for Certificate of Withdrawal from this State, 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 Certificate of Withdrawal and attach hereto a duplicate of the Application for such Certificate.

Dated: October 1, 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*



APPLICATION FOR CERTIFICATE OF WITHDRAWAL

(Instructions on back of application)

02 OCT -1 PM 1:42
STATE OF IDAHO

To the Secretary of State of Idaho

Pursuant to Section 30-1-1520, **Idaho Code**, the undersigned Corporation hereby applies for a certificate of withdrawal from the State of Idaho, and for that purpose submits the following statement:

1. The name of the corporation is National Education Payroll Corp.

The name which it used in Idaho is _____

2. It is incorporated under the laws of California

3. It is not transacting business in the State of Idaho.

4. It hereby surrenders its authority to transact business in said state.

5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.

6. The post office address to which process against the corporation may be mailed is c/o Thomson Holdings Inc., Attn. General Counsel, One Station Pl., Stamford, CT 06002.

7. It agrees to notify the Secretary of State of the State of Idaho of any change to the address in Item 6.

Signature *Edward A. Friedland*

TypedName Edward A. Friedland

Capacity Vice President

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 01/2001

IDAHO SECRETARY OF STATE
10/01/2002 05:00
CK: 155963 CT: 74104 BH: 524519
1 @ 20.00 = 20.00 FOR WITHDR # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C84003