

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

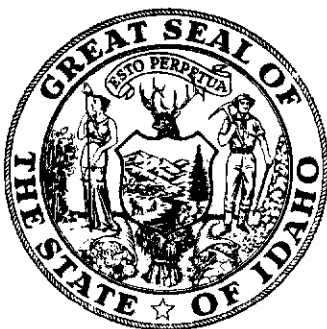
METADYNE TECHNOLOGIES, INC.

File Number C 93425

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of METADYNE TECHNOLOGIES, INC., changing the corporate name to K-12, INC., duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: May 13, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Aina Hedley*

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ARTICLES OF AMENDMENT
TO THE

ARTICLES OF INCORPORATION OF
METADYNE TECHNOLOGIES, INC.

MAY 13 10 22 AM '97

AMEND PROFF 18 30.00= 30.00
CK #: 101514 CUST# 4643
92337 0900
DATE 05/13/1997
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SECRETARY OF STATE

Pursuant to the provisions of §30-1-61 of the Idaho Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- FIRST:** The name of the Corporation is *Metadyne Technologies, Inc.*
- SECOND:** The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on May 6, 1997 in the manner prescribed by the Idaho Business Corporation Act:
- The First Article shall be amended to change the corporation's name to **K-12, Inc.**
- THIRD:** The number of shares of the corporation outstanding at the time of adoption was 1,000,000; and the number of share entitled to vote thereon was 1,000,000.
- FOURTH:** The number of shares voted for such amendment was 1,000,000; and the number of shares voted against such amendment was 0.

Dated: May 7, 1997.

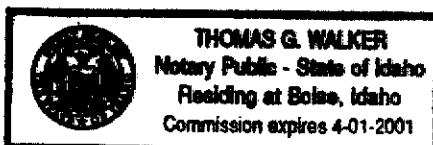
METADYNE TECHNOLOGIES, INC.

By: Thomas E. Kalange
Thomas E. Kalange, President

By: Marilyn E. Kalange
Marilyn E. Kalange, Secretary

STATE OF IDAHO)
) ss.
County of Ada)

I, Thomas G. Walker, a notary public, do hereby certify that on May 7, 1997, personally appeared before me Thomas E. Kalange and Marilyn E. Kalange, who, being by me first duly sworn, declared that they are respectively the President and Secretary of Metadyne Technologies, Inc., that they signed the foregoing documents as President and Secretary of the corporation, and that the statements therein are true.



Thomas G. Walker
Notary Public for IDAHO
Residing at BOISE
Commission Expires 4-1-2001