

67391

State of Idaho

Department of State

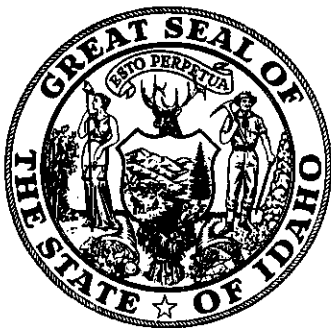
CERTIFICATE OF WITHDRAWAL OF

NCS LEARNING CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of NCS LEARNING CORPORATION for a Certificate of Withdrawal from this State, duly signed and verified 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 Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated: February 21, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Sheryl Davis

APPLICATION FOR
CERTIFICATE OF WITHDRAWAL

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-119, 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 NCS Learning Corporation 92 FEB 21 AM 10 16
The name which it used in Idaho is _____
NCS Learning Corporation
2. It is incorporated under the laws of Delaware.
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 that may be mailed is 11000 Prairie Lakes Drive, Eden Prairie, MN 55344.
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

By

David C. Malmberg
David C. Malmberg, President
Its _____ President

And

J. W. Fenton, Jr.
J. W. Fenton, Jr., Secy./Treas.
Its _____ Secretary

STATE OF Minnesota)
COUNTY OF Hennepin) ss:

I, Debra L. Risch, a notary public, do hereby certify that on this
7th day of February, 19 92, personally appeared
before me J. W. Fenton, Jr., who being by me first duly sworn,
declared that he is the Secretary - Treasurer of NCS Learning Corporation

that he signed the foregoing document as Secretary - Treasurer of the corporation and
that the statements therein contained are true.

Notary

