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**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

**BUSINESS CORPORATION**

**STATEMENT OF CHANGE OF REGISTERED AGENT  
BY THE CORPORATION**

Pursuant to the provisions of Sections 7-1.2-502 or 7-1.2-1409 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

1. The name of the corporation is SCHOLASTIC BOOK FAIRS, INC.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:  
222 JEFFERSON BOULEVARD, SUITE 200, WARWICK, RI 02888
3. The address of the NEW registered office is:  
155 South Main Street, Suite 301, Providence, Rhode Island 02903
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:  
CORPORATION SERVICE COMPANY
5. The name of the NEW registered agent is:  
C T Corporation System
6. The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on \_\_\_\_\_  
(a date not prior to, nor more than 30 days after, filing this statement)

Under penalty of perjury, I declare and affirm that I have examined this Statement of Change of Registered Agent by the Corporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 11-18-2009

Sandra Gilliss

Signature of Authorized Officer of the Corporation

Sandra Gilliss, Vice President

Type or Print Name of Authorized Officer

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By 104745  
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