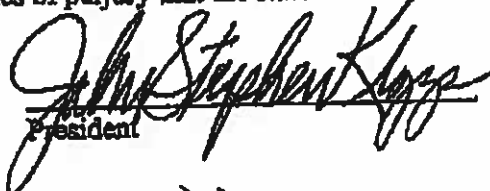


CERTIFICATE OF AMENDMENT  
OF THE  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
NATIONAL ASSOCIATION OF EDUCATIONAL BUYERS, INC.  
UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

1. The name of the corporation is NATIONAL ASSOCIATION OF EDUCATIONAL BUYERS, INC.
2. The corporation was formed under the New York Not-For-Profit Corporation Law and the original certificate of incorporation was filed by the Department of State on April 22, 1988. The corporation filed a restated certificate of incorporation on August 31, 1993.
3. The corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law. The corporation is a Type B corporation.
4. The amendment effected by this certificate of amendment is as follows:  
Article I of the Certificate of Incorporation relating to the corporation's name is hereby amended to read in its entirety as follows:  
  
The name of the corporation is NATIONAL  
ASSOCIATION OF EDUCATIONAL PROCUREMENT,  
INC.
5. The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is 5523 Research Park Drive, Baltimore, MD 21228.
6. The certificate of amendment was authorized by a vote of a majority of the members at a meeting.

The undersigned have executed this certificate on the 13 day of March, 2006 and affirm under penalties of perjury that the statements are true and correct.

  
President

  
Doreen Murner, Chief Executive  
Officer and Secretary

GP:1888253 v1

CERTIFICATE OF AMENDMENT  
OF THE  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
NATIONAL ASSOCIATION OF EDUCATIONAL BUYERS, INC.

UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

Filed By: Sarah Duniway  
Gray, Plant, Mooty, Mooty & Bennett, P.A.  
500 IDS Center  
80 South Eighth Street  
Minneapolis, MN 55402-3796  
(612) 632-3055 phone  
(612) 632-4055 fax  
[sarah.duniway@gpmlaw.com](mailto:sarah.duniway@gpmlaw.com)

**State of New York  
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of NATIONAL ASSOCIATION OF EDUCATIONAL PROCUREMENT, INC. was filed on 04/22/1988, under the name of NATIONAL ASSOCIATION OF EDUCATIONAL BUYERS, INC., as a Not-for-Profit Corporation and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment NATIONAL ASSOCIATION OF EDUCATIONAL BUYERS, INC., changing its name to NATIONAL ASSOCIATION OF EDUCATIONAL PROCUREMENT, INC., was filed 03/14/2006.



\*\*\*

*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 15th day of March  
two thousand and six.*

Daniel Shapiro  
Special Deputy Secretary of State

**Certificate of Assumed Name**  
Pursuant to General Business Law, §130

NYS Department of State  
Division of Corporations, State Records and UCC  
41 State Street, Albany, NY 12231-0001  
www.dos.state.ny.us

1. NAME OF ENTITY

National Association of Educational Buyers, Inc.

1a. FOREIGN ENTITIES ONLY. If applicable, the fictitious name the entity agreed to use in New York State is

n/a

2. NEW YORK LAW FORMED OR AUTHORIZED UNDER (CHECK ONE)

- |   |  |
|---|--|
| <input type="checkbox"/> Business Corporation Law | <input type="checkbox"/> Limited Liability Company Law             |
| <input type="checkbox"/> Education Law            | <input checked="" type="checkbox"/> Not-for-Profit Corporation Law |
| <input type="checkbox"/> Insurance Law            | <input type="checkbox"/> Revised Limited Partnership Act           |
| <input type="checkbox"/> Other (specify law):     |  |

3. ASSUMED NAME

National Association of Educational Procurement

4. PRINCIPAL PLACE OF BUSINESS IN NEW YORK STATE (MUST BE NUMBER AND STREET. IF NONE, INSERT OUT-OF-STATE ADDRESS)

5523 Research Park Drive, Baltimore, MD 21228

5. COUNTIES IN WHICH BUSINESS WILL BE CONDUCTED UNDER ASSUMED NAME

☐ ALL COUNTIES (if not, circle county[ies] below)

Albany	Clinton	Genesee	Monroe	Orleans	Saratoga	Tompkins
Allegany	Columbia	Greene	Montgomery	Oswego	Schenectady	Ulster
Bronx	Cortland	Hamilton	Nassau	Otsego	Schoharie	Warren
Broome	Delaware	Herkimer	New York	Putnam	Schuyler	Washington
Cattaraugus	Dutchess	Jefferson	Niagara	Queens	Seneca	Wayne
Cayuga	Erle	Kings	Oneida	Rensselaer	Steuben	Westchester
Chautauqua	Essex	Lewis	Onondaga	Richmond	Suffolk	Wyoming
Chemung	Franklin	Livingston	Ontario	Rockland	Sullivan	Yates
Chenango	Fulton	Madison	Orange	St. Lawrence	Tioga	

6. INSERT THE ADDRESS OF EACH LOCATION WHERE BUSINESS WILL BE CARRIED ON OR TRANSACTED UNDER THE ASSUMED NAME  
Use a continuous sheet, if needed. (The address must be set forth in terms of a number and street, city, state and zip code. Please note that the address(es) reflected in paragraph 6 must be within the county(ies) circled in paragraph 5. If the entity does not have a specific location where it will conduct business under the assumed name please check the box.)

☒ No New York State Business Location