

JUL 15 2004

**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION OF**

**International Special Education Services Inc.**  
Under Section 803 of the Not-for-Profit Corporation Law

- FIRST:** The name of the corporation is International Special Education Services Inc. (herein "the Corporation").
- SECOND:** The date of filing of the certificate of incorporation with the Department of State is: November 4, 1994 (11/4/94).
- THIRD:** The corporation is a corporation as defined in subparagraph (a)(5) of section 102 of the Not-for-Profit Corporation Laws. The corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.
- FOURTH:** The amendments effected by this certificate of amendment are as follows:

Paragraph ONE (1) of the Certificate of Incorporation relating to name of the corporation is hereby amended to read in its entirety as follows:

The name of the corporation is Division of International Special Education Services Inc.

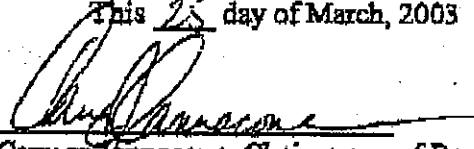
Paragraph SIX (6) of the Certificate of Incorporation relating to the address to which the Secretary of State, as designated agent, shall use for mailing of any process is hereby amended to read in its entirety as follows:

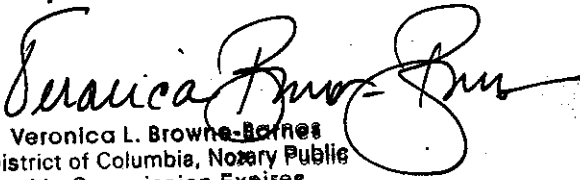
The Secretary of State is hereby designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is: 1511 Briaridge Lane, Derby, New York 14047.

Paragraph NINE (9) of the Certificate of Incorporation relating to the designation of a registered agent is hereby ~~rescinded~~ in its entirety.

- FIFTH:** The Certificate of Amendment was authorized by a majority vote of the board of directors.

**SIGNED:** Buffalo, New York  
This 25 day of March, 2003

  
Carmen Jannacone, Chairperson of Board

  
Veronica L. Brown-Baines  
District of Columbia, Notary Public  
My Commission Expires  
October 14, 2015

N. Y. S. DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

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ENTITY NAME: DIVISION OF INTERNATIONAL SPECIAL EDUCATION SERVICES INC.

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)  
PROCESS REG.AGENT NAME

COUNTY: ERIE

SERVICE COMPANY: \*\* NO SERVICE COMPANY \*\*

SERVICE CODE: 00

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FILED:03/25/2004 DURATION:\*\*\*\*\* CASH#:040325000464 FILM #:040325000442

ADDRESS FOR PROCESS

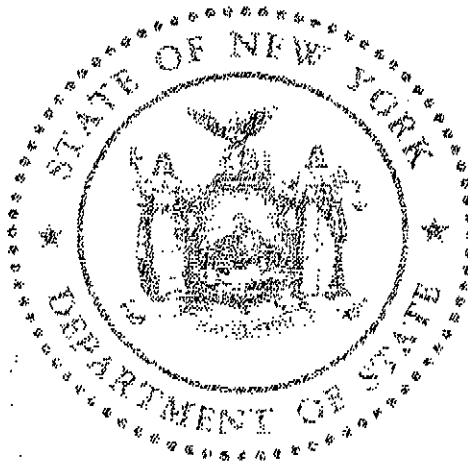
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THE CORPORATION  
1511 BRIARIDGE LANE  
DERBY, NY 14047

REGISTERED AGENT

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REGISTERED AGENT REVOKED



*Veronica L. Browne Barnes*  
Veronica L. Browne Barnes  
District of Columbia, Notary Public  
My Commission Expires  
October 14, 2015

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FILER	FEES		PAYMENTS	
-----	-----	30.00	-----	30.00
MINDY L. MARRANCA, ESQ.	FILING	30.00	CASH	0.00
43 COURT STREET	TAX	0.00	CHECK	0.00
SUITE 930	CERT	0.00	CHARGE	30.00
BUFFALO, NY 14202	COPIES	0.00	DRAWDOWN	0.00
	HANDLING	0.00	BILLED	0.00
			REFUND	0.00
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DOS-1025 (11/89)

N. Y. S. DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS AND STATE RECORDS

162 WASHINGTON AVENUE  
ALBANY, NY 12231

FILING RECEIPT

ENTITY NAME : INTERNATIONAL SPECIAL EDUCATION SERVICES INC.

DOCUMENT TYPE : AMENDMENT (DOMESTIC NFP)  
PROCESS PROVISIONS

COUNTY. ERIE

SERVICE COMPANY : \*\* NO SERVICE COMPANY \*\*

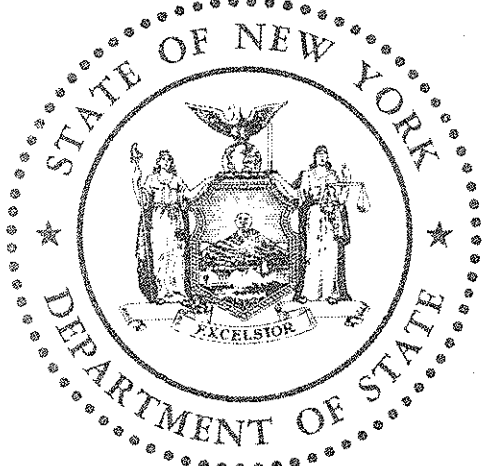
SERVICE CODE: 00

FILED: 06/21/1995 DURATION: \*\*\*\*\* CASH #: 950621000152 FILM #: 950621000147

ADDRESS FOR PROCESS

THE CORPORATION  
102 PORTSIDE  
BUFFALO, NY 14202

REGISTERED AGENT



FILER	FEES		PAYMENTS	
JOSEPH S. CALABRESE, ESQ. 102 PORTSIDE BUFFALO, NY 14202	FILING TAX CERT COPIES HANDLING:	30.00 0.00 0.00 0.00 0.00	CASH CHECK BILLED:	0.00 30.00 0.00
			REFUND:	0.00

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

*I hereby certify that I have compared the annexed copy with the original documents filed by the Department of State and that the same is a correct transcript of said original.*

*Witness my hand and seal of the Department of State on JUN 21 1995*

*Alysonda F. Treachery*

*Secretary of State*

F 950621000147

AMENDMENT TO THE CERTIFICATE OF INCORPORATION  
OF  
INTERNATIONAL SPECIAL EDUCATION SERVICES INC.  
Under Section 803 of the New York State Not-for-Profit Corporation Law

The name of the corporation is International Special Education Services Inc. The corporation in furtherance of its corporate purpose, shall have all the powers enumerated in the Section 202 of the Not-For-Profit Corporation Law, subject to any limitations provided in the Not-For-Profit Corporation Law or any other statute of the State of New York.

The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the New York State Not-For-Profit Corporation Law; the type of corporation is under Section 201 and is a Type B corporation.

The Certificate of Incorporation of International Special Education Services Inc., incorporated November 4, 1994, is amended to comply with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986. Paragraph 3 of the certificate of incorporation is amended to read as follows:

(3) The corporation in furtherance of its corporate purposes above set forth, shall have all the powers enumerated in Section 202 of the Not-For-Profit Corporation Law, subject to any limitations provided in the Not-For-Profit Corporation Law or any other statute of the State of New York

Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws.

No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h)) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

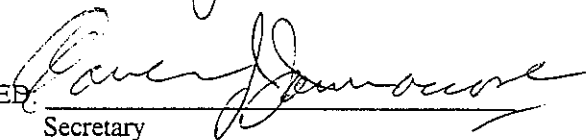
In any taxable year in which the organization is a private foundation as described in IRC 509(a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941(d), (b) retain any excess business holdings as defined in IRC 4943(c), (c) make any investments in such a manner as to subject the organization to tax under IRC 4944, or (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.

The Secretary of State is hereby designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

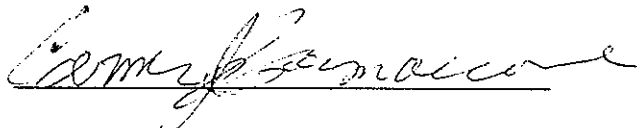
102 Portside, Buffalo, New York 14202

The amendment was authorized by majority vote of the members at a meeting on May 5 1995.

SIGNED:  DATED: 14<sup>th</sup> day of JUNE, 1995  
Chairman of the Board

SIGNED:  DATED: 14<sup>th</sup> day of JUNE, 1995  
Secretary

IN WITNESS WHEREOF, this certificate has been subscribed this 14<sup>th</sup> day of JUNE, 1995, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.



CARMEN J. IANNACCONI  
Print name

F 950621000147

CERTIFICATE OF AMENDMENT  
OF

*INTERNATIONAL SPECIAL EDUCATION SERVICES Inc.*  
Under Section 803 of the ~~Not-For-Profit~~ Corporation Law

STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED JUN 21 1995  
TAX \$ \_\_\_\_\_  
BY: *mf*  
*Erie*

Filed by: *Joseph S. CALABRESE, ESQ.*  
*162 PORTSIDE*  
*BUFFALO NY 14202*

950621000152

FILING RECEIPT

ENTITY NAME : INTERNATIONAL SPECIAL EDUCATION SERVICES INC.

DOCUMENT TYPE : DOMESTIC (NOT-FOR-PROFIT) CORPORATION TYPE: B COUNTY

SERVICE COMPANY : \*\* NO SERVICE COMPANY \*\* SERVICE C

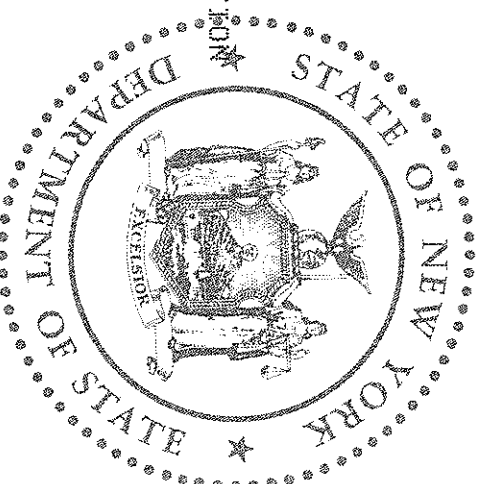
FILED: 11/04/1994 DURATION: PERPETUAL CASH #: 941104000461 FILM #: 9

ADDRESS FOR PROCESS

THE CORPORATION  
102 POSTSIDE  
BUFFALO, NY 14202

REGISTERED AGENT

MARKET INTELLIGENCE CORPORATION  
635 MADISON AVENUE 4TH FL  
NEW YORK, NY 10022



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FILER : THE COMPANY CORPORATION  
=====  
FEE : 75.00 PAYMENT : CASH  
=====  
FILING : 75.00  
TAX : 0.00 CHECK  
CERT : 0.00 BILLIET  
COPIES : 0.00  
HANDLING : 0.00  
REFUND :  
=====

THE COMPANY CORPORATION  
ATTN KIMBERLY ANDRAS  
210 N WALNUT ST  
WILMINGTON, DE 19801

DOS-1025 (11/89)



CERTIFICATE OF INCORPORATION

of

International Special Education Services Inc.

under Section 402 of the Not-for-Profit Corporation Law

IT IS HEREBY CERTIFIED THAT:

- (1) The name of the corporation is International Special Education Services Inc.
- (2) The corporation is a corporation as defined in subparagraph (a)(5) of section 102 (Definitions) of the Not-for-Profit Corporation Law.
- (3) The purpose or purposes for which the corporation is formed is to serve as the fiscal agency for The Council for Exception Children Division for International Special Education and Services (DISES). Specifically, the corporation will enable DISES to function autonomously in the pursuit of funding opportunities which will support international educational and service related projects and activities that address the needs of individuals who are exceptional.

The corporation in furtherance of its corporate purposes above set forth, shall have all the powers enumerated in section 202 of the Not-for-Profit Corporation Law, subject to any limitations provided in the Not-for-Profit Corporation Law or any other statute of the State of New York.

(4.) Said corporation shall be a Type B corporation pursuant to Section 201 of the Not-for-Profit Corporation Law.

(5.) The office of the corporation is to be located in the County of Erie, State of New York.

(6.) The Secretary of State is hereby designated as agent of the corporation upon whom process against it may be served. The Post Office Address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

102 Portside; Buffalo NY 14202

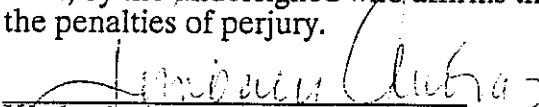
(7.) Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Supreme Court in the County in which the principal office of the corporation is then located, exclusively for such purposes or to such an organization as said Court shall determine, which are organized and operated exclusively for such purposes.

(8.) The initial directors of the corporation shall be:

Carmen J. Iannaccone, Ed. D.	Dept. of Exceptional Education, Buffalo State College; 1300 Elmwood Ave., Buffalo NY 14222
William H. Berdine, Ed. D.	Dept. of Special Education, University of Kentucky; Lexington KY 40506-0001
Robert A. Henderson, Ph.D.	Dept. of Special Education, University of Illinois; 1310 S. 6th, Champagne IL 61820-6990
Judy Smith-Davis, Ph.D.	10860 Hampton Rd., Fairfax Station VA 22039

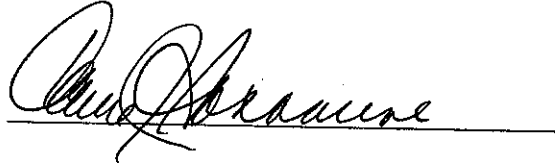
(9.) The corporation designates Market Intelligence Corporation located at 635 Madison Avenue, 4th Floor; New York NY 10022 as the registered agent where process against it can be served within the state of New York.

IN WITNESS WHEREOF, this certificate has been subscribed this 28th day of June, 1994, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

  
Kimberly Andras  
c/o The Company Corporation  
201 N. Walnut St.  
Wilmington DE 19801

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF ERIE )

CARMEN J. IANNACONNE, being duly sworn, deposes and says that he is the only member of a committee authorized by the Council for Exceptional Children, an existing, unincorporated group, to incorporate International Special Education Services, Inc. as a Not-for-Profit Corporation under the New York Not-for-Profit Corporation Law.



Sworn to before me this 10  
day of December, 1994.



Notary Public