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ACCOUNT NO. : 072100000032

REFERENCE : 921342 5039785

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 70.00

ORDER DATE : December 6, 2000

ORDER TIME : 9:58 AM

ORDER NO. : 921342-005

600003490286--0

CUSTOMER NO: 5039785

CUSTOMER: Ms. Karen K. Gemmato
Global Knowledge Network, Inc.
One Van De Graaff Drive

Burlington, MA 01803

FOREIGN FILINGS

NAME: GLOBAL KNOWLEDGE NETWORK, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER: _____

FILED
00 DEC -7 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 DEC -7 AM 10:40
DIVISION OF CORPORATION

*BK
12/7*

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Global Knowledge Network, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware (State or country under the law of which it is incorporated)
3. 13-3860296 (FEI number, if applicable)

4. October 18, 1995 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist)

6. UPON QUALIFICATIONS (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 9000 Regency Parkway, Cary, NC 27512 (Principal office address)
One Federal St., Billerica, MA 01821 (Current mailing address)

8. To provide information technology training services.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
[Signature]
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

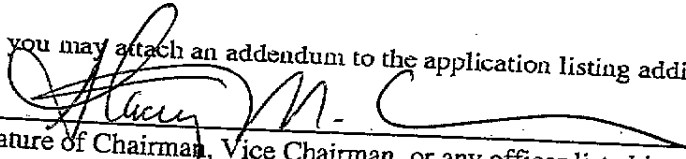
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Stacey M. Cannon, VP, Secretary and General Counsel
(Typed or printed name and capacity of person signing application)

Global Knowledge Network, Inc.

<u>Office</u>	<u>Name</u>	<u>Business Address</u>	<u>Exp. Of Term</u>
President	Duncan M. Anderson	Global Knowledge Network, Inc. 9000 Regency Parkway, Suite 500 Cary, NC 27511	12/31/00
Executive Vice President & Chief Financial Officer	Bruce J. Ryan	Global Knowledge Network, Inc. One Van de Graaff Drive Burlington, MA 01803	12/31/00
Secretary	Stacey M. Cannon	Global Knowledge Network, Inc. One Van de Graaff Drive Burlington, MA 01803	12/31/00
Treasurer	Michael McKinney	Global Knowledge Network, Inc. One Van de Graaff Drive Burlington, MA 01803	12/31/00
Director	Duncan M. Anderson	Global Knowledge Network, Inc. 9000 Regency Parkway, Suite 500 Cary, NC 27511	12/31/00
Director	Bruce J. Ryan	Global Knowledge Network, Inc. One Van de Graaff Drive Burlington, MA 01803	12/31/00
Director	Anthony L. Craig	27421 Country Club Drive Bonita Springs, FL 34108	12/31/00

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TALLAHASSEE, FLORIDA

Director	Thomas E. McInerney	Welsh, Carson, Anderson & Stowe 320 Park Avenue New York, NY 10022	12/31/00
Director	Robert A. Mincucci	Welsh, Carson, Anderson & Stowe 320 Park Avenue New York, NY 10022	12/31/00
Director	William Montgoris	286 Gregory Road Franklin Lakes, NJ 07417	12/31/00
Director	Sanjay Swani	Welsh, Carson, Anderson & Stowe 320 Park Avenue New York, NY 10022	12/31/00

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FILED

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GLOBAL KNOWLEDGE NETWORK, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF DECEMBER, A.D. 2000.

FILED
00 DEC -7 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel
Edward J. Freel, Secretary of State

2549952 8300

AUTHENTICATION: 0835561

001609730

DATE: 12-06-00