

CT CORPORATION SYSTEM

FO1000002376

CORPORATION(S) NAME

LearningStar Corp.

600004133926--2

05/03/01 01092-009

*****70.00 *****70.00

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY -3 AM 11:24
NOTED FOR
TO AGENT FILED
SUFFICIENCY OF FILING

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

5/3/01

Order#: 4263741

CB

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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. LearningStar Corp.

(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. 77-0559897

(FEI number, if applicable)

4. November 6, 2000

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2 Lower Ragsdale Drive, Suite 200, Monterey, CA 93940

(Current mailing address)

8. on-line sales of educational products

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(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.

C T Corporation System

CONNIE BRYAN

SPECIAL ASSISTANT SECRETARY

(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.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

FL019 - 9/2/99 C T System Online

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01 MAY -3 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: Ronald ElliottAddress: 2 Lower Ragsdale Drive, Suite 200, Monterey, CA 93940

Vice Chairman: _____

Address: _____

Director: Robert MacDonaldAddress: 2 Lower Ragsdale Drive, Suite 200, Monterey, CA 93940Director: Michael KolowichAddress: 2 Lower Ragsdale Drive, Suite 200, Monterey, CA 93940**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: Albert NoyesAddress: 2 Lower Ragsdale Drive, Suite 200, Monterey, CA 93940

Vice President: _____

Address: _____

Secretary: Ronald ElliottAddress: 2 Lower Ragsdale Drive, Suite 200, Monterey, CA 93940Treasurer: Robert CahillAddress: 2 Lower Ragsdale Drive, Suite 200, Monterey, CA 93940

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. _____

Chief Financial Officer

(Typed or printed name and capacity of person signing application)

(Continuation Page)

DIRECTORS

Scott L. Graves 2 Lower Ragsdale Drive, Suite 200, Monterey, CA 93940

Stephen Kaplan 2 Lower Ragsdale Drive, Suite 200, Monterey, CA 93940

Albert Noyes 2 Lower Ragsdale Drive, Suite 200, Monterey, CA 93940

OFFICERS

ASSISTANT SECRETARY

Gordon Hayes Testa, Hurwitz & Thibault, 125 High St., Boston, MA 02210

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MAY -3 PM 2:14
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CLERK OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LEARNINGSTAR CORP." 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 TWENTY-FIFTH DAY OF APRIL, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
MAY -3 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



3313257 8300

010199440

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1099488

DATE: 04-25-01