

Division of Corporations

Page 1 of 2

F02000001825

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State



Electronic Filing Cover Sheet

4/12

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000082689 9))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED

02 APR 12 PM 1:27

DIVISION OF CORPORATIONS

Division of Corporations
Fax Number : (850) 205-0383

Account Name : FLORIDA FILING & SEARCH SERVICES
Account Number : I20000000189
Phone : (850) 668-4318
Fax Number : (850) 668-3398

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR 12 PM 4:34

FILED

FOREIGN PROFIT QUALIFICATION

eSylvan, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

H02000082689

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.

- eSylvan, 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.)
- Maryland
(State or country under the law of which it is incorporated)
- 52-2257470
(FEI number, if applicable)
- 2/3/2000
(Date of incorporation)
- perpetual
(Duration: Year corp. will cease to exist or "perpetual")
- 4/15/02
(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.)
- 506 S. Central Avenue, Baltimore, MD 21202
(Principal office address)
506 S. Central Avenue, Baltimore, MD 21202
(Current mailing address)
- To engage in any lawful act or activity for which corporations may be organized under the Maryland General Corporation Law.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
- Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Capitol Corporate Services, Inc.
Office Address: 1333 North Duval Street
Tallahassee, Florida 32303
(City) (Zip code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR 12 PM 4:34

FILED

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.

Gayle Wundt, asst. sec.
(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.

H02000032689

1102000082689

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

A. DIRECTORS

Chairman: please see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: please see attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Robert W. Zentz
(Typed or printed name and capacity of person signing application)

1102000082689

H02000082689

eSylvan, Inc.
506 S. Central Avenue
Baltimore, MD 21202

OFFICERS

Chief Executive Officer	Christopher Hoehn-Saric	506 S. Central Avenue Baltimore, MD 21202
President	David Graves	506 S. Central Avenue Baltimore, MD 21202
Executive Vice President	B. Lee McGee	1001 Fleet Street Baltimore, MD 21202
Treasurer	B. Lee McGee	1001 Fleet Street Baltimore, MD 21202
Secretary	Robert Zentz	1001 Fleet Street Baltimore, MD 21202

DIRECTORS

Chairman	Christopher Hoehn-Saric	506 S. Central Avenue Baltimore, MD 21202
Director	Peter Cohen	1001 Fleet Street Baltimore, MD 21202
Director	Robert Zentz	1001 Fleet Street Baltimore, MD 21202
Director	B. Lee McGee	1001 Fleet Street Baltimore, MD 21202
Director	Barry Miller	950 Youngstown Warren Road, E. Niles, OH 44446

Contact person: Frances Jackson, 1.800.627.4276, Ext. 8762

H02000082689

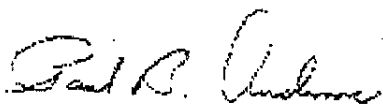
H02000082689

STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT ESYLVAN, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED. HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS MARCH 12, 2002.



Paul B. Anderson
 Charter Division



301 West Preston Street, Baltimore, Maryland 21201
 Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (800) 246-5941
 MRS (Maryland Relay Service) (800) 735-2258 TTY/Voice
 Fax (410) 333-7097