



UCC FILING & SEARCH SERVICES, INC.
 30 East Park Avenue
 Tallahassee, Florida 32301
 904-611-6128

F02000002869

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June 5, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Tutor Time Corporation

FILED
 JUN -7 PM 12:22
 STATE OF FLORIDA
 TALLAHASSEE

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate

Retrieval Request

- Photocopy
- Certified Copy

TUTORING SERVICE

50290037771

Other 300005725339--6
 -06/07/02--01016--010
 *****78.75 *****78.75

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 02 JUN -7 AM 10:07
 DIVISION OF CORPORATION

BK

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

02 JUN -7 PM 12:22
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

- 1. Tutor Time Corporation
(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. 01-0688088
(FEI number, if applicable)
- 4. April 25, 2002
(Date of incorporation)
- 5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
- 6. Upon qualification.
(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. 5200 Town Center Circle, Suite 420, Boca Raton, FL 33486
(Principal office address)
- Same
(Current mailing address)

8. Tutoring 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)

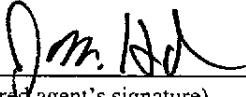
Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

CT Corporation System

By: 
(Registered agent's signature)

James M. Halpin
Assistant Secretary

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Marc J. Leder

Address: 5200 Town Center Circle, Suite 470
Boca Raton, FL 33486

Vice Chairman: _____

Address: _____

Director: Rodger R. Krouse

Address: 5200 Town Center Circle, Suite 470
Boca Raton, FL 33486

Director: Clarence E. Terry

Address: 5200 Town Center Circle, Suite 470
Boca Raton, FL 33486

B. OFFICERS

President: Marc J. Leder

Address: 5200 Town Center Circle, Suite 470
Boca Raton, FL 33486

Vice President: Jason H. Neimark

Address: 5200 Town Center Circle, Suite 470
Boca Raton, FL 33486

Secretary: Rodger R. Krouse

Address: 5200 Town Center Circle, Suite 470, Boca Raton, FL 33486

Treasurer: Marc J. Leder

Address: 5200 Town Center Circle, Suite 470, Boca Raton, FL 33486

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. C. Deryl Couch, VP and Assistant Secretary

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

OFFICERS and DIRECTORS OF TUTOR TIME CORPORATION

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TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Title</u>	<u>Address</u>
Marc J. Leder	Co-CEO, Director	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Rodger R. Krouse	Co-CEO, Secretary, Director	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Clarence E. Terry	Vice President, Director	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Kevin J. Calhoun	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
David J. Kreilein	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Michael H. Kalb	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
M. Steven Liff	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
C. Deryl Couch	Vice President, Assistant Secretary	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486

Delaware

The First State

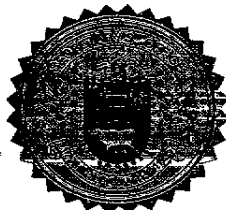
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TUTOR TIME CORPORATION" IS 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 FIFTEENTH DAY OF MAY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TUTOR TIME CORPORATION" WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1779640

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DATE: 05-15-02