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

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

D438. 29835

FOREIGN PROFIT QUALIFICATION

GROW.NET INC.

Certificate of Status	0
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DIVISION OF CORPORATION

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**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.**

Grow.net, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"INC.," "CO.," "CORP.," "LLC," "CO.," or "CORP.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 13-4108800
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. March 16, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 388 Park Avenue South, 18th Floor New York NY 10016
(Principal office address)

388 Park Avenue South, 18th Floor New York NY 10016
(Current mailing address)

8. To provide educational services for educators, parents, and students in grades K-12.

(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Bays 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.

Ernest Wright
(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: Henry HirschbergAddress: 2 Penn Plaza - 12th FloorNew York NY 10121Vice Chairman: Joseph MicalefAddress: 2 Penn Plaza - 12th FloorNew York NY 10121

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: Mark MeluspinAddress: 330 Park Avenue South, 15th FloorNew York NY 10016Vice President: Frank KaufmanAddress: 1221 Avenue of the Americas - 48th FloorNew York NY 10020Secretary: Daniel GuettaAddress: 1221 Avenue of the Americas - 48th FloorNew York NY 10020Treasurer: Thomas SelbyAddress: 1221 Avenue of the Americas - 48th FloorNew York NY 10020

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

13. *Daniel Guetta*

(Signature of Director or Officer listed in number 12 of the application)

14. Daniel Guetta Secretary

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

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GROW.NET, 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 TENTH DAY OF SEPTEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GROW.NET, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF MARCH, A.D. 2000.

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.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3342909

DATE: 09-10-04

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