

F07000001330

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

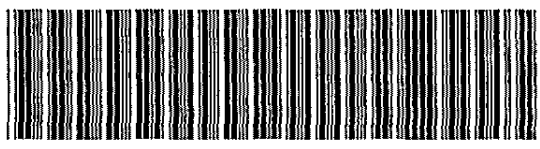
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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I. Surah MAR 12 2007

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Learning Concepts, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

David V. Croft, Esq.
(Name of Person)

McCarthy, Lebit, Crystal & Liffman Co., LPA
(Firm/Company)

101 W. Prospect Ave. Suite 1800
(Address)

Cleveland, Ohio 44115
(City/State and Zip code)

For further information concerning this matter, please call:

David V. Croft, Esq. at (216) 696-1422, extn. 211
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 28, 2007

DAVID V. COFT, ESQ
101 W PROSPECT AVE STE 1800
CLEVELAND, OH 44115

SUBJECT: LEARNING CONCEPTS, INC.
Ref. Number: W07000010165

We have received your document for LEARNING CONCEPTS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc," "Co," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist

Letter Number: 807A00014501

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. Learning Concepts, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Learning Concepts of Ohio, Inc.

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

2. Ohio 3. 20-1002558
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 29, 2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 736 Lakeview Road, Suite 100, Cleveland, OH, 44108
(Principal office address)

Same as above.
(Current mailing address)

8. For any and all acts or activities for which corporations may be formed
(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: Nechama Salfer

Office Address: 2220 NE 203 Terrace

Miami, Florida 33180
(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.



(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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Nechama Salfer

Address: 736 Lakeview Road, Suite 100, Cleveland, OH, 44108

Vice Chairman: Judy Abrams

Address: 736 Lakeview Road, Suite 100, Cleveland, OH, 44108

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Nechama Salfer

Address: 736 Lakeview Road, Suite 100, Cleveland, OH, 44108

Vice President: Judy Abrams

Address: 736 Lakeview Road, Suite 100, Cleveland, OH, 44108

Secretary: Nechama Salfer

Address: 736 Lakeview Road, Suite 100, Cleveland, OH, 44108

Treasurer: Judy Abrams

Address: 736 Lakeview Road, Suite 100, Cleveland, OH, 44108

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

13. _____

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

14. Nechama Salfer, President

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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United States of America
State of Ohio
Office of the Secretary of State

I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show LEARNING CONCEPTS, INC., an Ohio corporation, Charter No. 1452977, having its principal location in Cleveland, County of Cuyahoga, was incorporated on March 29, 2004 and is currently in GOOD STANDING upon the records of this office.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 22nd day of February, A.D. 2007

A handwritten signature in black ink, appearing to read "Jennifer Brunner".

Ohio Secretary of State