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**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** LEARNING STUDIOS, 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," or "Certificate of Good Standing" 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 NILSEN  
Name of Person

LEARNING STUDIOS  
Firm/Company

1090 SERAFINI DR.  
Address

SCHENECTADY NY 12303  
City/State and Zip code

dnilsen@learningstudios.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DAVID NILSEN at (518) 461-1211  
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

**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 STUDIOS, INC.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. NEW YORK 3. 20-5590499  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. SEPTEMBER 20, 2006 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 12/14/2009  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1090 SERAFINI DR., SCHENECTADY NY 12303  
(Principal office address)

1690 SERAFINI DR., SCHENECTADY NY 12303  
(Current mailing address)

8. ANY AND ALL LAWFUL BUSINESS  
(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: ERIC NILSEN

Office Address: 10135 GATE PKWY N APT 803  
JACKSONVILLE, Florida 32246  
(City) (Zip code)

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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.*

Eric Nilsen  
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: DAVID NILSEN  
Address: 1090 SERAFINI DR.  
SCHENECTADY NY 12303

Vice Chairman: CLAUDIA NILSEN  
Address: 1090 SERAFINI DR.  
SCHENECTADY NY 12303

Director: ERIC NILSEN  
Address: 10135 GATE PKWY N, APT 803  
JACKSONVILLE, FL 32246

Director: \_\_\_\_\_  
Address: \_\_\_\_\_

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B. OFFICERS

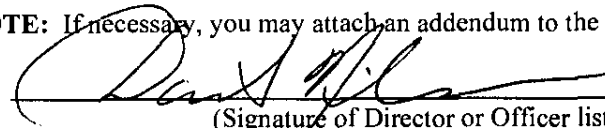
President: DAVID NILSEN  
Address: 1090 SERAFINI DR.  
SCHENECTADY NY 12303

Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_

Secretary: CLAUDIA NILSEN  
Address: 1090 SERAFINI DR., SCHENECTADY NY 12303

Treasurer: CLAUDIA NILSEN  
Address: 1090 SERAFINI DR., SCHENECTADY NY 12303

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. DAVID NILSEN, Chairman + President  
(Typed or printed name and capacity of person signing application)

State of New York  
Department of State

} ss:

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TALLAHASSEE, FLORIDA

I hereby certify, that the Certificate of Incorporation of LEARNING STUDIOS, INC. was filed on 09/20/2006, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

\*\*\*

*WITNESS my hand and the official seal  
of the Department of State at the City of  
Albany, this 17th day of November two  
thousand and nine.*

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