

F 97000006886

Sunstate Research
Requestor's Name

Address

City/State/Zip Phone #

800002384439-3
-12/29/97-01076-001
***1287.50 ***1287.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The Edison Project Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

File
1
ST

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

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

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

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

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

h/c
 12/29
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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 97 DEC 29 PM 12:19
 DEC 29 AM 11:38

Examiner's Initials	
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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:

1. The Edison Project 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.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 13-3915075
(FEI number, if applicable)

4. 10/31/96
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist of "perpetual")

6. November 18, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 521 Fifth Avenue, 16th floor
New York, New York 10175
(Current mailing address)

8. General partner of The Edison Project L.P.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida, 32301
(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.

Ed. Sand
(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 addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Benno C. Schmidt, Jr.
Address: see attached schedule

Vice Chairman: _____
Address: _____

Director: see attached schedule of directors
Address: _____

Director: _____
Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President/Secretary: Laura Eshbaugh
Address: 550 Main Street, Suite 366
Knoxville, TN 37902

Vice President: _____
Address: _____

Asst. Secretary: Vicki Mayfield
Address: 550 Main Street, Suite 366
Knoxville, TN 37902

Treasurer: _____
Address: _____

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

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

14. LAURA ESHBAUGH, PRESIDENT
(Typed or printed name and capacity of person signing application)

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THE EDISON PROJECT INC.

BOARD OF DIRECTORS

Bonker, Virginia G.
Blue Rock Capital, L.P.
230 Lackawanna Drive
Andover, NJ 07821

Cerf, Christopher
Wiley, Rain & Fielding
1776 K St., N.W.
Washington, D.C. 2006

Childs, John W.
J.W. Childs Associates, L.P.
1 Federal Street, 21st Floor
Boston, MA 02110

Eshbaugh, Laura
The Edison Project
550 Main St., Suite 366
Knoxville, TN 37921

Finzi, Robert
Sprout Capital Group
3000 Sandhill Road
Bldg. 4, Suite 270
Menlo Park, CA 94025

Hickey, Janet A.
Sprout Group
277 Park Avenue
New York, NY 10172

Leeds, Jeffrey T.
Leeds Group Inc.
Richmont Leeds Education Company L.L.C.
660 Madison Avenue
15th Floor
New York, NY 10021

Schmidt, Jr., Benno C.
The Edison Project
521 Fifth Ave., 16th Floor
New York, NY 10175

Whittle, H. Christopher
The Edison Project
521 Fifth Ave., 16th Floor
New York, NY 10175

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE EDISON PROJECT 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 SIXTEENTH DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE EDISON PROJECT INC." WAS INCORPORATED ON THE THIRTY-FIRST DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8815636

DATE: 12-16-97