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TRIPP SCOTT

NO. 746 P. 1

Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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From: Account Name : TRIPP, SCOTT, CONKLIN & SMITH
Account Number : 075354000065
Phone : (954) 525-7500
Fax Number : (954) 761-8475

Attn: Sue Dererson
980058.0001

FOREIGN PROFIT QUALIFICATION

Charter Schools USA, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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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. Charter Schools USA, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in languages 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 24, 1999 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. August 24, 1999
(Date first transacted business in Florida. [See sections 607.1501, 607.1502 and 817.155, F.S.]

7. 6245 North Federal Highway, 5th Floor
Fort Lauderdale, FL 33308
(Current mailing address)

8. For the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
(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)

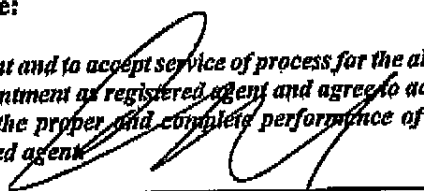
Name: Edward J. Pozzuoli, Esq.

Office Address: 110 S.E. 6th Street, 15th Floor

Fort Lauderdale, Florida 33301
(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 an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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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)

Director: Jonathan K. Hage

Address: 6245 North Federal Highway, 5th Floor
Fort Lauderdale, FL 33308

Director: Sherry M. Ryan

Address: 6245 North Federal Highway, 5th Floor
Fort Lauderdale, FL 33308

Director: Jonathan Mariner

Address: 2267 N.W. 199th Street
Miami, FL 33056

Director: Ronald J. Packard

Address: 844 Moraga Drive, 1st Floor
Los Angeles, CA 90049

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

President: Jonathan K. Hage

Address: 6245 North Federal Highway, 5th Floor
Fort Lauderdale, FL 33308

Vice President: Sherry M. Ryan

Address: 6245 North Federal Highway, 5th Floor
Fort Lauderdale, FL 33308

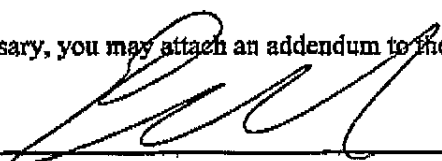
Secretary: Jonathan K. Hage

Address: 6245 North Federal Highway, 5th Floor
Fort Lauderdale, FL 33308

Treasurer: Sherry M. Ryan

Address: 6245 North Federal Highway, 5th Floor
Fort Lauderdale, FL 33308

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. Edward J. Pozzuoli, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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**ADDENDUM TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

12. A. Directors - Continued

Director: Thomas J. Kalinske
Address: c/o Knowledge Universe
150 Shoreline Drive
Redwood City, CA 94065

12. B. Officers - Continued

Assistant Secretary: Edward J. Pozzuoli
Address: 110 S.E. 6th Street, 15th Floor
Ft. Lauderdale, FL 33301

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CONSENT TO USE OF NAME

I, Sherry M. Ryan Chief Operating Officer and Secretary of CHARTER SCHOOLS USA, L.C., consents to allow the name CHARTER SCHOOLS USA to be used by CHARTER SCHOOLS USA, INC., a Delaware corporation, for use as a foreign corporation to transact business in Florida.

Dated: Sept. 8, 1999

CHARTER SCHOOLS USA, L.C.

By: Sherry M. Ryan
Printed Name: Sherry M. Ryan
Title: Chief Operating Officer and Secretary

In the presence of:

Susanne M. Deverson
Printed Name: Susanne M. Deverson

Catherine B. Veskovski
Printed Name: CATHERINE B VESKOVSKI

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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 "CHARTER SCHOOLS USA, 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 THIRD DAY OF SEPTEMBER, A.D. 1999.

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

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9954611

DATE: 09-03-99
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