

# Polsinelli | Shalton | Welte

A Professional Corporation

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July 12, 2001

**BY FEDERAL EXPRESS**

Department of State  
Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

*M01000001576*

600004474586--1  
-07/13/01--01065--004  
\*\*\*\*155.00 \*\*\*\*155.00

**Re: Triton Solutions, LLC**

Dear Sir or Madam:

Enclosed for filing are an original and duplicate copy of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and Certificate of Designation of Registered Agent and Registered Office. A Certificate of Good Standing issued by the Delaware Secretary of State is enclosed together with our firm's check in the amount of \$155.

Upon filing, please return the certified copy to my attention. A preaddressed return express package is enclosed for your convenience.

Please direct any questions to the undersigned.

Very truly yours,

*Virginia Griffith*  
Virginia L. Griffith  
Paralegal

FILED  
2001 JUL 13 AM 10:25  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

VLG:lagag

VLGRI 868284

*LC*

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. Triton Solutions, LLC  
(Name of foreign limited liability company)
2. Delaware 3. 59-3728286  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. July 2, 2001 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 3740 Beach Blvd., Suite 306, Jacksonville, FL 32207  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

The management, operation and control of the company is vested in a management committee. Members of the committee are as follows:

Mark C. Demetree, 10955 Lowell Avenue, Suite 600, Overland Park, KS 66210

J. C. Demetree, Jr., 3740 Beach Blvd., Suite 300, Jacksonville, FL 32207

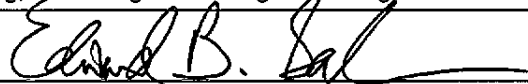
James C. Cook, 599 West Putnam Avenue, Suite 200, Greenwich, CT 06830

Edward B. Salem, 3740 Beach Blvd., Suite 306, Jacksonville, FL 32207

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction 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.)

11. Nature of business or purposes to be conducted or promoted in Florida: \_\_\_\_\_

Processing, producing, marketing and selling E-learning or E-learning related products.



Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Edward B. Salem

Typed or printed name of signee

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2001 JUL 13 AM 10:25  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Triton Solutions, LLC

2. The name and the Florida street address of the registered agent and office are:

Edward B. Salem

(Name)

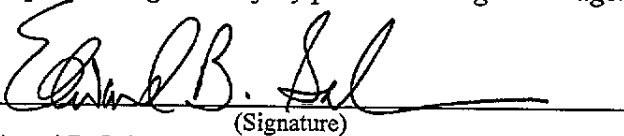
3740 Beach Blvd., Suite 306

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Jacksonville FL 32207

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

  
(Signature)

Edward B. Salem

|           |                                  |
|-----------|----------------------------------|
| \$ 100.00 | Filing Fee for Application       |
| \$ 25.00  | Designation of Registered Agent  |
| \$ 30.00  | Certified Copy (optional)        |
| \$ 5.00   | Certificate of Status (optional) |

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TALLAHASSEE, FLORIDA  
2001 JUL 13 AM 10:25  
FILED

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRITON SOLUTIONS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF JULY, A.D. 2001.



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

3410559 8300

AUTHENTICATION: 1223244

010319234

DATE: 07-02-01