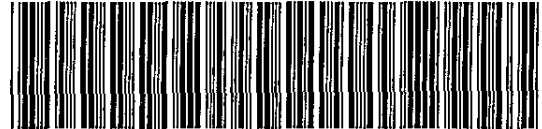


Mo4000000153

04 JAN 13 PM 12:29

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA



900023104659

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

09/19/03--01074--003 \*\*70.00

01/12/04--01005--005 \*\*60.00

AL

AL

FILED  
03 SEP 19 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** SYLVAN LEARNING CENTERS, LLC  
(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:

Jennifer Karyshyn  
(Name of Person)  
Sylvan Learning Centers, LLC  
(Firm/Company)  
1001 Fleet Street  
(Address)  
BALTIMORE, MD 21202  
(City/State and Zip code)

FILED  
SECRETARY OF STATE  
04 JAN 13 PM 12:29

For further information concerning this matter, please call:

Jennifer Karyshyn at ( 410 ) 843-8163  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration 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



# SYLVAN LEARNING CENTER®

1001 FLEET STREET  
BALTIMORE, MD 21202  
TEL: (410) 843-8000  
FAX: (410) 843-8059  
WEBSITE: SYLVAN.NET

January 5, 2004

VIA UPS OVERNIGHT DELIVERY

Ms. Agnes Lunt  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Sylvan Learning Centers, LLC, a Delaware LLC  
Corrected Application for Certificate of Authority for Foreign Limited  
Liability Company

Dear Ms. Lunt:

Enclosed please find one original Application for Certificate of Authority for Foreign Limited Liability Company for Sylvan Learning Centers, LLC, a Delaware LLC. We originally applied in error as a foreign corporation, filed by Florida as number F03000004786. As our original Certificate of Existence was already filed by Florida under the erroneous application, I am enclosing a copy here to expedite matters. Please call me if you require another original Certificate, and I will order one from Delaware.

Thank you for advising me of our balance due. I am enclosing check #910645 in the amount of \$60.00 to cover that balance.

If you have any questions or require any additional information, please do not hesitate to contact me at 410.843.8763 or [jenifer.Karyshyn@educate.com](mailto:jenifer.Karyshyn@educate.com).

Many thanks for bringing our attention to our error, and for your assistance as we file our corrected application. Please call me if I can get you any additional information.

Very truly yours,

SYLVAN LEARNING CENTERS, LLC

Jenifer Karyshyn  
Legal Assistant

/jk  
Enclosures

FILED  
SECRETARY OF STATE  
04 JAN 13 PM 12:29

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION 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. SYLVAN LEARNING CENTERS, LLC  
(Name of foreign limited liability company)

2. Delaware 3. 83-0356279  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 6/10/2003 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. 1001 FEET STREET, BALTIMORE, MD 21202  
(Street address of principal office)

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

9. The name and usual business addresses of the managing members or managers are as follows:  
Sole member is Educate Group, LLC

President of Sylvan Learning Centers, LLC: MARY FOSTER 1001 FEET ST., BALTIMORE, MD 21202  
Vice Pres, Treasurer & Secretary: KEVIN SHAFFER, 1001 FEET ST., BALTIMORE, MD 21202

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.) ON FILE ALREADY

11. Nature of business or purposes to be conducted or promoted in Florida: Any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

WCSM  
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.)  
KEVIN SHAFFER, SECRETARY  
Typed or printed name of signee

FILED  
SECRETARY OF STATE  
04 JAN 3 12:29

**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:

SYLVAN LEARNING CENTERS, LLC

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

CAPITOL CORPORATE SERVICES, INC.  
(Name)

1333 N. DUVAL STREET  
Florida street address (P.O. Box NOT ACCEPTABLE)

TALLAHASSEE FL 32303  
(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.*

Delanie Case, asst. sec.  
(Signature)

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

04 JAN 13 PM 12:29

FILED  
SECRETARY OF STATE

**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:

SYLVAN LEARNING CENTERS, LLC

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

CAPITOL CORPORATE SERVICES, INC.

(Name)

1333 N. DUVAL STREET

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

TALLAHASSEE, FL 32303

(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)

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

04 JAN 13 PM 12:29

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

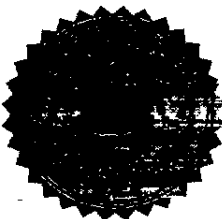
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SYLVAN LEARNING CENTERS, 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 SEVENTEENTH DAY OF SEPTEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SYLVAN LEARNING CENTERS, LLC" WAS FORMED ON THE TWENTY-FIRST DAY OF APRIL, A.D. 2003.

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3640818 8300

030600316

AUTHENTICATION: 2640146

DATE: 09-17-03