



THE UNITED STATES  
CORPORATION  
COMPANY

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RECEIVED  
DIVISION OF CORPORATIONS  
00 FEB 22 PM 1:24

ACCOUNT NO. : 072100000032

REFERENCE : 564017 7197690

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : January 25, 2000

ORDER TIME : 9:53 AM

800003143038--4

ORDER NO. : 564017-035

CUSTOMER NO: 7197690

CUSTOMER: Matt Plasker, Cpa  
Webct, Inc.  
Two Corporation Way  
Suite 260  
Peabody, MA 01960

FOREIGN FILINGS

NAME: WEBCT, INC.

(6)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

RECEIVED  
00 FEB 22 AM 11:24  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

3K  
2/22/02

00 FEB-22 PM 1:24  
STATE DEPARTMENT OF REVENUE  
TALLAHASSEE, FLORIDA

**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. WEBCT, 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 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 23, 1999 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing of qualification  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. Two Corporation Way, Peabody, MA 01960  
(Current mailing address)  
To solicit customers to license its proprietary software, and any other permitted activities.
8. \_\_\_\_\_  
(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: Corporation Service Company  
Office Address: 1201 Hays Street  
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.*

Corporation Service Company  
By: [Signature] A. V. P.  
(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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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STRICTLY CONFIDENTIAL

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

Chairman: See attached officers/directors rider

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

Vice Chairman: \_\_\_\_\_

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

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

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

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

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

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

President: See attached officers/directors rider

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

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

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

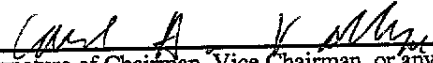
Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

**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. Carol A. Valone, President and Clerk  
(Typed or printed name and capacity of person signing application)

## OFFICERS/DIRECTORS RIDER

WA-Certificate of Authority Foreign Profit Corporation

UNIVERSAL LEARNING TECHNOLOGY, INC.

00 FEB 22 PM 1:24  
REGISTERED OFFICERS  
UNIVERSAL LEARNING TECHNOLOGY, INC.

### List of Officers

Name: CAROL VALLONE Title: PRESIDENT  
Bus. Addr.: c/o WEBCT, INC. TWO CORPORATION WAY, PEABODY, MA 01960  
  
Name: WILLIAM ASHER Title: ASST. SECRETARY  
Bus. Addr.: 125 HIGH STREET, BOSTON, MA 02110

### List of Directors

Name: GUY BRADLEY Term:  
Bus. Addr.: c/o CMG @ VENTURES 100 BRICKSTONE SQUARE, ANDOVER, MA 01810  
  
Name: PETER ROBERTS Term:  
Bus. Addr.: c/o BANCOSTON VENTURES 175 FEDERAL STREET, BOSTON, MA 02110  
  
Name: NURI WISSA Term:  
Bus. Addr.: c/o KESTREAL VENTURE MANAGEMENT 31 MIL STREET, SUITE 510, BOSTON, MA 02109  
  
Name: OLIVER WARD, MTDC Term:  
Bus. Addr.: c/o GERMANIUM POWER DEVICES 300 BRICKSTONE SQ, YORK ST., ANDOVER, MA 01810  
  
Name: CAROL VALLONE Term:  
Bus. Addr.: 300 BRICKSTONE SQ, YORK ST., ANDOVER, MA 01810

## TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: WEBCT, 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", 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:

MATT PLASKER, CPA

(Name of Person)

WEBCT, INC.

(Firm/Company)

TWO CORPORATION WAY

(Address)

PEABODY, MA 01960

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Matt Plasker

(Name of Person)

at ( 978 ) 538-0036 x240

(Area Code & Daytime Telephone Number)

### STREET ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

### MAILING ADDRESS:

Qualification/Tax Lien 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

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32314

*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 "WEBCT, 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 TWENTY-SIXTH DAY OF JANUARY, A.D. 2000.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WEBCT, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 1999.



*Edward J. Freel*  
Edward J. Freel, Secretary of State

3087236 8300

AUTHENTICATION:

0217513

001038972

DATE: 01-26-00