FOODOOO2535

CT Corporation System 660 East Jefferson Street Tallahassee, FL 32301 850-222-1092

DATE: 5/8

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<u>(</u>	Corporation(s) Name	
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Anex	earning Inc.	PH 2:
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(/Profit	()Amendment	()Merger
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My

Please Return Filed Stamped Copies To:

Carol Clark

Thank You!

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.

	DATE INTO			0
(Name of corpo	RNING INC. pration; must include the word "INC viations of like import in language a per partnership if not so contained in	will clearly indicate that it is a con	CORPORATION" or rporation instead of a	- 300
2 WASHING	TON	3 91-1935905		
4.	y under the law of which it is incorp	<u> </u>	umber, if applicable)	
4. DECEMBER	R 16, 1998	5. PERPETUAL		
	te of incorporation)	(Duration: Year corp. will	cease to exist or "perpetual")	_ · ·
6. UPON QUA	LIFICATION			
(Date firs	t transacted business in Florida.) (Sl	E SECTIONS 607.1501, 607.1502	2 and 817.155, F.S.)	- F 1 14 35 FE 2500 L
7. 110 - 110T)	H AVENUE NE, SUITE 210			_ ·
BELLEVU	E, WA 98004 (Current m	iling address)	W == - V = -	 engal Solek
	EDUCATIONAL SERVICES (s) of corporation authorized in hom	state or country to be carried out	in state of Florida)	—— na milija ki ≱rij i i
9. Name and st	reet address of Florida register	ed agent: (P.O. Box or Mail D	rop Box NOT acceptable)	
Name:	C T Corporation System		, _,	
Office Address:	1200 South Pine Island Road		**************************************	
	Plantation	, Florida, <u>3332</u> (Zip co		
10. Registered	agent's acceptance:			
this application, I with the provision	ed as registered agent and to accept the appointment as a set of all statutes relative to the propulation as registered agent. C T Corporation System	egistered agent and agree to act i	n this capacity. I further agree to	comply

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.

(Registered agent's signature)

12. Names and addresses of officers and/or directors: (Street address ONLY - P.Q. Box NOT acceptable) FL019-9/2/99 CT System Online

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)	
Chairman: SEE ATTACHED ADDENDUM FOR LIST OF ALL DIRECTORS	7, S.
Address:	6, 6, 7, 7, 7, 7, 7, 7, 7, 7, 7, 7, 7, 7, 7,
	7
	A 105%
Vice Chairman:	
Address:	1, 15
Director:	
Address:	engales (1 mag) and the second of the secon
Director:	
Address:	
B. OFFICERS (Street address only - P.O. Box NOT acceptable)	
President: SEE ATTACHED ADDENDUM FOR LIST OF ALL OFFICERS	·
Address:	
	The state of the s
Vice President:	The second secon
Address:	
	A STATE OF THE STA
Secretary:	The state of the s
Address:	
F1441055.	
The second secon	Section 1
Treasurer:	**************************************
Address:	A STATE OF THE STA
	GAZ size.
NOTE: If necessary, you may attach an addendum to the application listing additional officers	and/or directors.
That I want to the same of the	·
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the	
14. Bert W. Hogue, Vice President - Finance and Administrat	ion -
(Typed or printed name and capacity of person signing application)	ation)

ADDENDUM TO

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANS BUSINESS IN FLORIDA

OF

APEX LEARNING INC.

Names and addresses of officers and/or directors: 12.

A. DIRECTORS:

Bert Kolde, Chairman Vulcan Northwest Inc. 110 - 110th Avenue N.E., Suite 550 Bellevue, WA 98004

Sally G Narodick Apex Learning Inc. 110-110th Avenue NE, Suite 210 Bellevue, WA 98004

Stephen Distler Warburg, Pincus 466 Lexington Avenue New York, NY 10017

Edward S. Harris Vulcan Northwest Inc. 110-110th Avenue NE, Suite 550 Bellevue, WA 98004

H. Christopher Whittle **Edison Schools** 800 S. Gay Street, Suite 1230 Knoxville, TN 37929

B. **OFFICERS:**

President and Chief Executive Officer:

Address:

110-110th Avenue NE, Suite 210

Bellevue, WA 98004

Vice President and Chief Technical Officer:

Address:

110-110th Avenue NE, Suite 210

Bellevue, WA 98004

Vice President - Finance and Administration, Chief Financial Officer and Secretary:

Address: 110-110th Avenue NE, Suite 210

Bellevue, WA 98004

Vice President of Product Development:

Address:

110-110th Avenue NE, Suite 210

Bellevue, WA 98004

Vice President of Academic Affairs:

110-110th Avenue NE, Suite 210 Address:

Bellevue, WA 98004

Vice President and General Manager of

Teacher Training:

110-110th Avenue NE, Suite 210 Address:

Bellevue, WA 98004

Assistant Secretary:

1111 Third Avenue, Suite 3400 Address:

Seattle, WA 98101-3299

Sally G. Narodick

David Gedye

Bert W. Hogue

Carrie W. Krueger

Bryan Barnett

Paul Bloom

Allen D. Israel

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

APEX LEARNING INC.

I FURTHER CERTIFY that the records on file in this office show that the above named profit corporation was formed under the laws of the State of Washington and was issued a Certificate of Incorporation in Washington on December 16, 1998.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution have been filed, and that the corporation is duly authorized to transact business in the corporate form in the State of Washington.



May 2, 2000 Date:

Given under my hand and the Seal of the State of Washington at Olympia, the State Capital



h Munro, Secretary of State