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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Learning Through Sports, 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," or "Certificate of Good Standing" 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:

Bobby Rushing

Name of Person

Learning Through Sports, Inc.

Firm/Company

1 Mt. Laurel Ave., Suite 210

Address

Birmingham, AL 35242

City/State and Zip code

brushing@learningthroughsports.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bobby Rushing

Name of Person

at (205) 980-8970

Area Code & Daytime Telephone Number

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STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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

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. Learning Through Sports, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Alabama 3. 20-2898361
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 05, 2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. October 14, 2009
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1 Mt. Laurel Avenue, Suite 210 Birmingham, AL 35242
(Principal office address)

1 Mt. Laurel Avenue, Suite 210 Birmingham, AL 35242
(Current mailing address)

8. To sell a web based software product to educational systems
(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Rd.

Plantation, Florida 33324
(City) (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)
Danny Verdecchia, Jr. Asst. Secretary

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.

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

A. DIRECTORS

Chairman: Brian Shulmand

Address: 1 Mt. Laurel Ave., Suite 210
Birmingham, AL 35242

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Brian Shulman

Address: 1 Mt. Laurel Ave., Suite 210
Birmingham, AL 35242

Vice President: _____

Address: _____

Secretary: Bobby Rushing

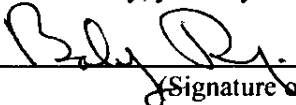
Address: 1 Mt. Laurel Ave., Suite 210 Birmingham, AL 35242

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Bobby Rushing
(Typed or printed name and capacity of person signing application)

Beth Chapman
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, **Beth Chapman**, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

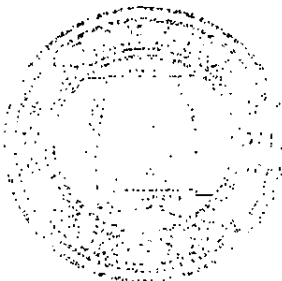
the domestic corporation records on file in this office disclose that Learning Through Sports, Inc. incorporated in Jefferson County, Birmingham, Alabama on April 5, 2005. I further certify that the records do not disclose that said Learning Through Sports, Inc. has been dissolved.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

September 1, 2010



Date

Beth Chapman ^{eba}

Beth Chapman

Secretary of State