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Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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-02/04/99--01060--019  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

CORPORATION(S) NAME

MindSharp Learning Centers, L.P.

- |   |   |   |
|---|---|---|
| <input type="checkbox"/> Profit                         | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit                      |   |   |
| <input checked="" type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|   | <input type="checkbox"/> Reinstatement          |   |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                            | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|   | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy                 | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <hr/>   |   |   |
| <input type="checkbox"/> Call When Ready                | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In             | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                       |   |   |

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DIVISION OF CORPORATIONS

02/04/99

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\$999.00

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Florida Department of State, Sandra B. Mortham, Secretary of State

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

1. MindSharp Learning Centers, L.P.  
(Name of limited partnership as it is in the home state)

2. MindSharp Learning Centers, Limited Partnership  
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

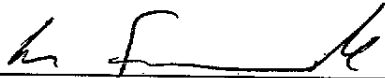
3. Delaware 4. November 19, 1998  
(State of Formation) (Date of Formation)

5. C T Corporation System  
(Name of Registered Agent for Service of Process)

6. 1200 South Pine Island Road  
(Street Address of Registered Office)

Plantation, Florida 33324  
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

  
(Agent must sign on this line)

8. 2015 South Park Place  
**ALLAN FARNELL**  
**ASSISTANT SECRETARY**

Atlanta, GA 30339  
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

Randstad General Partner (US) LLC 2015 South Park Place, Atlanta, GA 30339

7990000000142

10. 2015 South Park Place, Atlanta, GA 30339  
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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12. c/o Randstad Staffing Services, 2015 South Park Place

Atlanta, GA 30339

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 29th day of January, 19 99

Randstad General Partner (US) LLC, General Partner, Jesse P. Schaudies, Jr., Vice  
STATE OF GEORGIA President

COUNTY OF FULTON

On this 29th day of January, 19 99

Jesse P. Schaudies, Jr.

personally appeared before me

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_

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Diane R. Walker  
(Notary Public Signature)

Diane R. Walker  
(Notary's Printed Name)

Notary Public, Cobb County, Georgia.  
My Commission Expires September 27, 2001.

Seal

My Commission Expires: \_\_\_\_\_

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

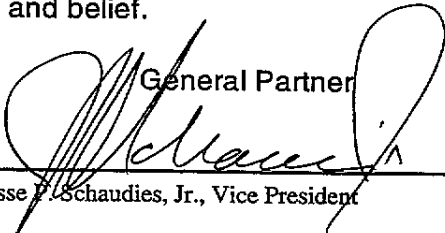
BEFORE ME, the undersigned, personally appeared Randstad General Partner (US) LLC, a general partner of MindSharp Learning Centers, L.P., a (an) Delaware, limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 999.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 999.00.

This 29th day of January, 19 99.

**FURTHER AFFIANT SAYETH NOT.**

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

  
General Partner  
\_\_\_\_\_  
Jesse P. Schaudies, Jr., Vice President

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STATE OF GEORGIA  
COUNTY OF FULTON  
DATE January 29, 1999

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Jesse P. Schaudies, Jr., Vice President of GP (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29th day of January, 19 99.

  
\_\_\_\_\_  
Notary Public

State of Georgia at Large

My Commission Expires: Notary Public, Cobb County, Georgia.  
My Commission Expires September 27, 2001.

Seal