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Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

700003104217-2
-01/20/00-01040-001
*****78.75 *****78.75

Project Achieve Inc.

700003104217-2
-01/20/00-01040-001
*****78.75 *****78.75

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TRANSMITTAL LETTER

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To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Project ACHIEVE 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:

Mandy Lee Berman
(Name of Person)

Project ACHIEVE Inc
(Firm/Company)

330 Townsend, Suite 207
(Address)

San Francisco, CA 94107
(City/State/Zip)

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

Mandy Lee Berman at (415) 625-0400 x212
(Name of Person) (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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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. Project ACTIEVE 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

(State or country under the law of which it is incorporated)

3. applied for

(FEI number, if applicable)

4. March 27, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. no sale to date

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 330 Townsend, Suite 217

San Francisco, CA 94107

(Current mailing address)

8. sale and support of ACTIEVE Management information system for K-12 schools

(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: CT Corporation System

Office Address: 1000 South Pine Island Road

Plantation, Florida, 33324

(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.

Connie Bay

(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)

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

Chairman: Stacey M. Boyd

Address: 2477 Vallejo Street
San Francisco, CA 94123

Vice Chairman: _____

Address: _____

Director: Mihir Desai

Address: Harvard Business School, Morgan 363
Boston, MA 02163

Director: Chester Finn, Jr.

Address: 5404 Surrey Street
Bethesda, MD 20815

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

President: Stacey M. Boyd

Address: 2477 Vallejo Street
San Francisco, CA 94123

Vice President: _____

Address: _____

Secretary: Tan Chao

Address: Hill & Barlow
One International Place
Boston, MA 02110

Treasurer: Mihir Desai

Address: HBS, Morgan 363
Boston, MA 02163

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

13. Stacey M. Boyd January 6, 2000
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. President & CEO, Stacey M. Boyd
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

PAGE 1

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 19 PM 5:16

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROJECT ACHIEVE 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 SEVENTH DAY OF JANUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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

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AUTHENTICATION: 0187014

DATE: 01-07-00