

TRANSMITTAL LETTER

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**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. iMind Education Systems, 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. CALIFORNIA 3. 94-3295527
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. MARCH 11, 1998 5. "PERPETUAL"
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. DECEMBER 1, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. iMind learning hubs, 15999 PINES BLVD, PEMBROKE PINES, FL 33027

(Current mailing address)

8. ANY LAWFUL ACT FOR WHICH A CORPORATION MAY BE ORGANIZED UNDER GEN. CORP. LAW OF CALIF.
(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: LIBO B. FINEBERG, ESQ.

Office Address: 3500 GATEWAY DRIVE, SUITE 201

POMPANO BEACH, Florida, 33069-4870
(Zip code)

10. Registered agent's acceptance:

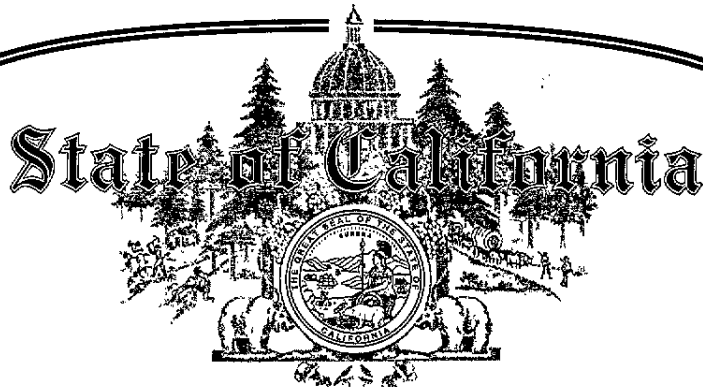
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative 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)

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: Mark A. PoppAddress: 104 Tiburon Blvd.
Mill Valley CA 94941Vice Chairman: Kim JonesAddress: 901 San Antonio Rd.
Palo Alto, CA 94303Director: Kathleen DellAddress: 104 Tiburon Blvd.
Mill Valley CA 94941Director: Dominique M. HanssensAddress: 110 Westwood Plaza, Suite B420
Los Angeles, CA 90025**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: Daniel J. SchwenterAddress: 104 Tiburon Blvd.
Mill Valley CA 94941Vice President: Christopher GentileAddress: 104 Tiburon Blvd
Mill Valley CA 94941Secretary: Daniel J. SchwenterAddress: 104 Tiburon Blvd.
Mill Valley CA 94941Treasurer: Daniel J. SchwenterAddress: 104 Tiburon Blvd.
Mill Valley CA 94941FILED
00 FEB -4 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13.  Chairman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. MARY A. POPP
(Typed or printed name and capacity of person signing application)



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

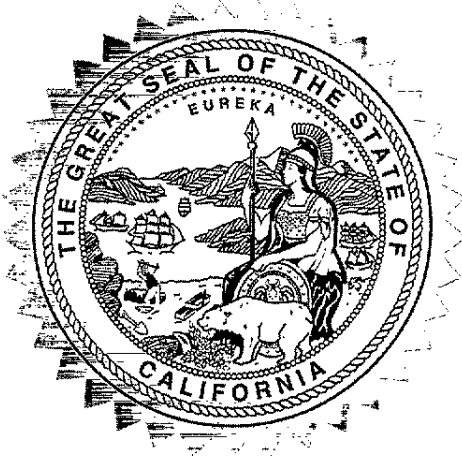
That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 26 2000

Bill Jones

Secretary of State



2082317

FILED
In the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION
OF
I-MIND EDUCATION SYSTEMS, INC.

MAR 11 1998

Bill Jones
BILL JONES, Secretary of State

I. NAME

The name of the corporation is i-mind education systems, inc.

II. PURPOSE

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporations Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III. AGENT FOR SERVICE OF PROCESS

The name and address of this corporation's initial agent for service of process is Kevin W. Finck, Two Embarcadero Center, Suite 1670, San Francisco, California 94111.

IV. INDEMNIFICATION

The corporation is authorized, to the fullest extent permissible under California law, to indemnify its agents (as defined in Section 317 of the Corporations Code), whether by law, agreement, or otherwise, for breach of duty to this corporation and its shareholders in excess of that which is expressly permitted in Section 317 and to advance defense expenses to its agents in connection with such matters as they are incurred, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code.

V. AUTHORIZED SHARES

The corporation is authorized to issue only one class of shares of stock, and the total number of shares which this corporation is authorized to issue is TWENTY MILLION (20,000,000).

Dated: March 10, 1998

Kevin W. Finck, Incorporator

The undersigned, being the person named above as the incorporator, declares that he is the person who executed the foregoing Articles of Incorporation, which execution is his act and deed.

Kevin W. Finck

