



THE UNITED STATES
CORPORATION
COMPANY

F000000000949

RECEIVED
DIVISION OF CORPORATIONS
00 FEB 22 PM 1:24

ACCOUNT NO. : 072100000032

REFERENCE : 564017 7197690

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : January 25, 2000

ORDER TIME : 9:53 AM

800003143038--4

ORDER NO. : 564017-035

CUSTOMER NO: 7197690

CUSTOMER: Matt Plasker, Cpa
Webct, Inc.
Two Corporation Way
Suite 260
Peabody, MA 01960

FOREIGN FILINGS

NAME: WEBCT, INC.

(6)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

RECEIVED
00 FEB 22 AM 11:24
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

3K
2/22/02

00 FEB 22 PM 1:24
STATE DEPARTMENT
COMMUNICATIONS SECTION

1. WEBCT, INC.

2. Delaware

3.

4 September 23, 1999

5. Perpetual

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

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

7 Two Corporation Way, Peabody, MA 01960

To solicit customers to license its proprietary software, and any other permitted activities.

8.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee Florida 32301

(Zip code)

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.

Corporation, Service Company

By: I. C. G. [Signature] Adm. V.P.

(Registered agent's signature)

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

00 FEB 22 PM 1:24
STRICTLY CONFIDENTIAL

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

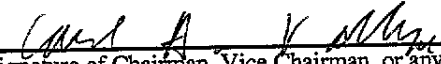
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Carol A. Valone, President and Clerk
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

WA-Certificate of Authority Foreign Profit Corporation

UNIVERSAL LEARNING TECHNOLOGY, INC.

00 FEB 22 PM 1:24
REGISTERED OFFICERS
UNIVERSAL LEARNING TECHNOLOGY, INC.

List of Officers

Name: CAROL VALLONE Title: PRESIDENT
Bus. Addr.: c/o WEBCT, INC. TWO CORPORATION WAY, PEABODY, MA 01960
Name: WILLIAM ASHER Title: ASST. SECRETARY
Bus. Addr.: 125 HIGH STREET, BOSTON, MA 02110

List of Directors

Name: GUY BRADLEY Term:
Bus. Addr.: c/o CMG @ VENTURES 100 BRICKSTONE SQUARE, ANDOVER, MA 01810
Name: PETER ROBERTS Term:
Bus. Addr.: c/o BANCOSTON VENTURES 175 FEDERAL STREET, BOSTON, MA 02110
Name: NURI WISSA Term:
Bus. Addr.: c/o KESTREAL VENTURE MANAGEMENT 31 MIL STREET, SUITE 510, BOSTON, MA 02109
Name: OLIVER WARD, MTDC Term:
Bus. Addr.: c/o GERMANIUM POWER DEVICES 300 BRICKSTONE SQ, YORK ST., ANDOVER, MA 01810
Name: CAROL VALLONE Term:
Bus. Addr.: 300 BRICKSTONE SQ, YORK ST., ANDOVER, MA 01810

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: WEBCT, 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:

MATT PLASKER, CPA

(Name of Person)

WEBCT, INC.

(Firm/Company)

TWO CORPORATION WAY

(Address)

PEABODY, MA 01960

(City/State/Zip)

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

Matt Plasker

(Name of Person)

at (978) 538-0036 x240

(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

00 FEB 22 PM 1:24
DIVISION OF CORPORATIONS

State of Delaware
Office of the Secretary of State

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100 FEB 22 PM 1:24

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WEBCT, 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 TWENTY-SIXTH DAY OF JANUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WEBCT, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 1999.



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

3087236 8300

AUTHENTICATION:

0217513

001038972

DATE: 01-26-00