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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

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-06/02/00--01069--022
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300003275129--0
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***1150.00 ***1150.00

CORPORATION(S) NAME

Co-Nect, Inc

00 JUN -2 AM 10:06

FLORIDA STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
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- Annual Report
- Reservation
- Photo Copies
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DIVISION OF CORPORATIONS
FLORIDA STATE

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CONNIE BRYAN

35 6/2

**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:

00 JUL 1998
SECRET
DIVISION
AM 10:00
CORPORATION

1. Co-nect, 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. 52-213099
(FEI number, if applicable)

4. September 14, 1998
(Date of incorporation)

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

6. January 1, 1999
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. Box 301, 1770 Massachusetts Avenue, Cambridge, Massachusetts 02140

(Current mailing address)

8. SEE ATTACHED
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Patricia A. Canario
(Registered agent's signature) (Officer)
PATRICIA A. CANARIO
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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DEPARTMENT OF CORPORATIONS
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Treasurer: _____

Address: _____

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

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

14. RICHARD LIM - CHAIRMAN
(Typed or printed name and capacity of person signing application)

Rider A
Co-nect, Inc. Officer and Director Information

Officers

Andrew Skoler, President
10 Fawcett Street
Cambridge MA 02138

residential address: 11 Carlton Street
Brookline MA 02446
SS# 012-48-5348

Richard Lim, Secretary, Treasurer
10 Fawcett Street
Cambridge MA 02138

residential address: 121 Black Bear Drive #1823
Waltham MA 02451
SS# 556-91-7978

Bruce Goldberg, Vice President
10 Fawcett Street
Cambridge MA 02138

residential address: 92 Indian Hill Road
Carlisle MA 01741
SS# 070-34-1410

**Co-nect's mailing address is
1770 Massachusetts Avenue, Box 1770
Cambridge MA 02140-2808

Directors

Richard Lim, Chairman
10 Fawcett Street
Cambridge MA 02138

(see above)

Bruce Goldberg, Director
10 Fawcett Street
Cambridge MA 02138

(see above)

Lamar Alexander, Director
3401 West End Avenue, Suite 520
Nashville TN 37203

SS # 411-66-9245

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DIVISION OF CORPORATIONS
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**PURPOSE OF
Co-nect, Inc.**

To engage in the provision of technology and consulting services to the education market,
and any and all other activity permitted a corporation.

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DIVISION OF CORPORATIONS
00 JUN -2 AMID: 079

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DIVISION OF CORPORATIONS
00 JUN -2 AMID: 06

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CO-NECT 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 MAY, 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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS
00 JUN -2 AM 10: 06



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0462528

DATE: 05-26-00