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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
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*****70.00 *****70.00

Corporation(s) Name

Kaplan Companies, Inc.

☒ Profit
☐ Nonprofit
☐ Foreign
☐ LLC
☐ Limited Partnership
☐ Reinstatement
☐ Certified Copy

6 ☐ Amendment
☐ Dissolution
☐ Annual Report
☐ Reservation
☐ Fictitious Name
☐ Photocopies

☐ Merger
☐ Mark
☐ Other
☐ Ch. RA
☐ UCC
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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hsk 8/10

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Kaplan Companies, 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:

Mary Margaret Ogburn, Esq.
(Name of Person)

BLANCO TACKABERY COMBS & MATAMOROS, P.A.
(Firm/Company)

110 South Stratford Road, 5th Floor
(Address)

Winston-Salem, NC 27104
(City/State/Zip)

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

at Mary Margaret Ogburn, Esq. (336) 761-1250
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS: MAILING ADDRESS: _____

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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

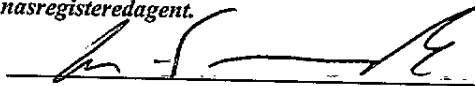
☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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.

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1. Kaplan Companies, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviation 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.)
- 3.2. North Carolina 56-0935286
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 5.4. July 1, 1969 Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 10, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1310 Lewisville-Clemmons Road
Lewisville, NC 27023
(Current mailing address)
8. marketing and sales of developmentally appropriate learning materials for children
(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: 1200 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. If further agree to comply with the provision 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.

ALLAN FARNELL
ASSISTANT SECRETARY
(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(Streetaddressonly-P.O.BoxNOTacceptable)

Chairman: Howard J. Kaplan

Address: 1300 Lewisville-Clemmons Road

Lewisville, NC 27023

Director: Ian Theodore Kaplan

Address: 1117 Glousman Drive

Winston-Salem, NC 27104

Director: Sandi Stuart Murray

Address: 602 Fords Landings Way

Alexandria, VA 22314

Director: Annette Kaplan

Address: 443 Bauer Avenue

Louisville, KY 40202 *SEE ATTACHED ADDENDUM FOR ADDITIONAL DIRECTORS

B.OFFICERS(Streetaddressonly-P.O.BoxNOTacceptable)

President: Dean A. Caldwell

Address: 1300 Lewisville-Clemmons Road

Lewisville, NC 27023

VicePresident: _____

Address: _____

Secretary: Matthew Marceron

Address: 1300 Lewisville-Clemmons Road

Lewisville, NC 27023

Treasurer: _____

Address: _____

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

13. Dean A. Caldwell

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

14. Dean A. Caldwell President

(Typed or printed name and capacity of persons signing application)

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CLERK OF SUPERIOR COURT
JULIA A. STALLINS

**ADDENDUM TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

ADDITIONAL DIRECTORS OF KAPLAN COMPANIES, INC.:

Dean A. Caldwell
1300 Lewisville-Clemmons Road
Lewisville, NC 27023

Marianne Kaplan
9171 Eves Circle
Roswell, GA 30076

11th STATIONS
SECTION OF CORPORATIONS
DIVISION OF
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STATE OF NORTH CAROLINA



Department of The
Secretary of State

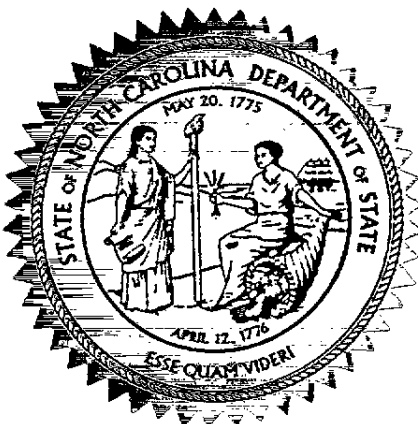
CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

KAPLAN COMPANIES, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 1st day of July, 1969, with its period of duration being Perpetual.

I **FURTHER** certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 4th day of August, 2000.

Elaine F. Marshall

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SECRETARY OF STATE
DIVISION OF CORPORATIONS