

Document Number Only

F00000000 5253

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

000003397890--9
-09/19/00--01035--007
*****70.00 *****70.00

CORPORATION(S) NAME

Edventions, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

FILED
00 SEP 19 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

09/19/00

Order#:

Ref#:

Amount:\$

RECEIVED
00 SEP 19 AM 11:07
DIVISION OF CORPORATION

**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. Edventions, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 36-4334972
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/23/99 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 8804 Bronx Avenue, Skokie, IL 60077

(Current mailing address)

8. engage in any lawful act or activity for which corporations may be organized
(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: C T 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. 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.

C T Corporation System |


(Registered agent's signature)

Assistant Secretary

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)

SEE ATTACHED

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
SEP 19 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SEE ATTACHED

President: _____

Address: _____

Vice President: _____

Address: _____

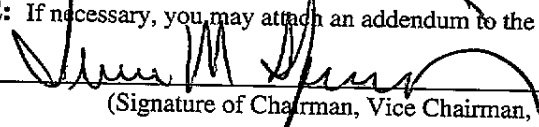
Secretary: _____

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. Irvin M. Shapiro, Chairman and CEO

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

A. DIRECTORS:

Irvin M. Shapiro
8808 Bronx Avenue
Skokie, IL 60077

Harvey L. Miller
The Benida Group, LLC
475 Half Day Road, Suite 100
Lincolnshire, IL 60069

Lois A. Scott
8808 Bronx Avenue
Skokie, IL 60077

Murray Wilson
221 East Fourth Street
Suite 1900
Cincinnati, OH 45202

FILED
SEP 19 PM 2:26
SECRETARY OF STATE
THE COMMONWEALTH OF MASSACHUSETTS

B. OFFICERS:

Chairman of the Board, Chief Executive Officer,
Secretary and Treasurer

Irvin M. Shapiro
8808 Bronx Avenue
Skokie, IL 60077

Vice Chair and President

Lois A. Scott
8808 Bronx Avenue
Skokie, IL 60077

Chief Operating Officer

Richard Magid
8808 Bronx Avenue
Skokie, IL 60077

Vice President – Business Development

Michael S. Ludwig
8808 Bronx Avenue
Skokie, IL 60077

Vice President – Technology

Steve Bunes
8808 Bronx Avenue
Skokie, IL 60077

Vice President – Operations

Joshua Kugler
8808 Bronx Avenue
Skokie, IL 60077

State of Delaware
Office of the Secretary of State

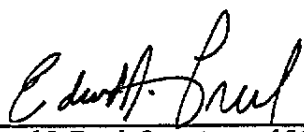
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EDVENTIONS, 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 FIFTEENTH DAY OF SEPTEMBER, 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, Secretary of State

3005276 8300

AUTHENTICATION: 0676587

001465913

DATE: 09-15-00

FILED
00 SEP 19 PM 2:26
SECRETARY OF STATE
DELAWARE