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REGINA MONTGOMERY
Requester's Name

1101 MCGAVOCK ST
Address

NASHVILLE, TN 37203
City/State/Zip Phone #

900003426419--3
-10/16/00--01128--006
*****87.50 *****87.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA
00 OCT 16 AM 11:00
FILED

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Examiner's Initials

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. Education Networks of America, 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. 62-1805864 (FEI number, if applicable)

4. December 17, 1999 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1101 McGavock St., Nashville, TN, 37203 (Principal office address)

1101 McGavock St. Nashville, TN 37203 (Current mailing address)

8. Internet Services (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: National Registered Agents, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida 32301 (City) (Zip code)

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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.

Margaret Imminger Christ Secy (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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Please see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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STATE OF MISSISSIPPI
TALAMON

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

13. A. F. Ganier III

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

14. Albert F. Ganier, III President & Chairman of the Board

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

Education Networks of America, Inc.

Lists of Directors and Officers

Directors

<u>Name:</u>	<u>Business Address:</u>
Albert F. Ganier, III	1101 McGavock St, Nashville, TN 37203
Lucius E. Burch, III	102 Woodmont Boulevard, Suite 320, Nashville, TN 37205
Lamar Alexander	3401 West End Ave. Ste. 520, Nashville, TN 37203
Daniel Kanter	225 West Washington, Ste. 1650, Chicago, IL 60606
Governor Gaston Caperton	456 Columbus Ave. New York, NY 10023-6992
Tom Walsh	155 Pine Brook Blvd., New Rochelle, NY 10804

Officers

<u>Name and Title:</u>	<u>Business Address:</u>
Albert F. Ganier III President and Chief Executive Officer and Chairman of the Board	1101 McGavock St. Nashville, TN 37203
Paul Van Hoesen Senior Vice President and Chief Technology Officer	1101 McGavock St. Nashville, TN 37203
Rex Miller Senior Vice President – Finance Administration and Treasurer	1101 McGavock St. Nashville, TN 37203
Eileen Amaba Senior Vice President – Tennessee	710 James Robertson Pkwy 9 th floor Nashville, TN 37243
Paul Smith Chief Information Officer	1101 McGavock St. Nashville, TN 37203

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00 OCT 16 AM 11:00
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EDUCATION NETWORKS OF AMERICA, 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 SIXTH DAY OF OCTOBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EDUCATION NETWORKS OF AMERICA, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0722325

DATE: 10-06-00