

F00000006376

Florida Department of State  
Division of Corporations  
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Katharine Harris, Secretary of State

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To:

Division of Corporations  
Fax Number : (850) 922-4003

From:

Account Name : CLOVERLEAF CAPITAL ADVISORS, LLC  
Account Number : 119990000230  
Phone : (407) 905-9699  
Fax Number : (407) 905-9695

FOREIGN PROFIT QUALIFICATION

Educators' Learning Network, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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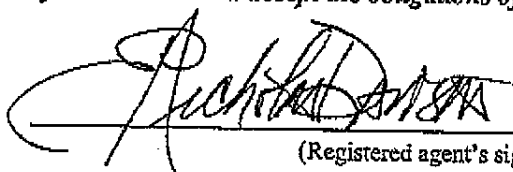
Fax Audit No. H000000599530

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDAIN 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. Educators' Learning Network, 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. Ohio  
(State or country under the law of which it is incorporated)
3. 311487683  
(FEI number, if applicable)
4. 11/6/96  
(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. Cincinnati, in Hamilton County, Ohio  
(Principal office address)  
6944 Foxhill Lane, Cincinnati, Ohio 45235  
(Current mailing address)
8. To transact, conduct, carry on, operate and engage in any activity or business permitted under the laws of the State of Florida and the United States.  
(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: E. Nicholas Davis, III  
Office Address: 2704 Rew Circle, Ste. 105  
Ocoee, Florida 34761  
(City) (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.



(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.

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E. Nicholas Davis, III  
Cloverleaf Capital Advisors, LLC  
2704 Rew Circle, Ste. 105  
Ocoee, FL 34761FILED  
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TALLAHASSEE, FLORIDA

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## 12. Names and business addresses of officers and/or directors:

## A. DIRECTORS

Chairman:

SEE Attached Addendum

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

## B. OFFICERS

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.

Anthony Ruben, Secretary/Treasurer

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

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

**DIRECTORS:**

Rogers W. Kirven, Jr., Director  
2710 Rew Circle, Suite 100  
Ocoee, Florida

Daniel J. Devine, Director  
2710 Rew Circle, Suite 100  
Ocoee, Florida 34761

Larry Rowedder, Director  
6944 Foxhill Lane  
Cincinnati, OH 45235

Michael Rutherford, Director  
2123 Cricketwood Court  
Matthews, NC 28104

Joel Hagy, Director  
2710 Rew Circle, Suite 100  
Ocoee, Florida

**OFFICERS:**

Larry Rowedder, CEO  
6944 Foxhill Lane  
Cincinnati, OH 45235

Michael Rutherford, President  
2123 Cricketwood Court  
Matthews, NC 28104

Joel Hagy, Executive Vice President  
2710 Rew Circle, Suite 100  
Ocoee, FL 34761

Anthony Ruben, Secretary/Treasurer  
2710 Rew Circle, Suite 100  
Ocoee, FL 34761

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE. }

*I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show EDUCATOR'S LEARNING NETWORK, INC., an Ohio corporation, Charter No. 957773, having its principal location in Cincinnati, County of Hamilton, was incorporated on November 6, 1996 and is currently in GOOD STANDING upon the records of this office.*



*WITNESS my hand and official seal at*

*Columbus, Ohio on*

*November 6, 2000*

A handwritten signature in cursive script that reads "J. Kenneth Blackwell".

J. Kenneth Blackwell  
Secretary of State