

click

2learn
.com

www.click2learn.com

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Email: toni.fimiani@click2learn.com

November 20, 2000

State of Florida
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: click2learn.com, inc. FEIN 91-1276003
UBI # 601974223

200003471752--8

-11/21/00--01017--006

*****78.75 *****78.75

Dear Sir or Madam:

We respectfully submit to the State of Florida the following documents:

- 2 Original, Signed Application By Foreign Corporation for Authorization to Transact Business in Florida
- 2 Certificates of Good Standing issued within the last 90 days by the State of Delaware (the state of domicile)
- Florida Transmittal Letter
- Check # 091861 for \$78.75 (\$70 Filing Fee plus \$8.75 Certification Fee)

A self-addressed envelope is enclosed for return of the certification.

If you have any questions regarding the enclosed documents, please call me as soon as possible.

Very truly yours,

Toni Fimiani

Toni A. Fimiani
Legal Administration

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtu
11/27

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CLICK2LEARN.COM, 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:

STEVE ESAU, SECRETARY
(Name of Person)

CLICK2LEARN.COM, INC.
(Firm/Company)

110 - 110TH AVENUE NE
(Address)

BELLEVUE, WA 98004
(City/State and Zip code)

For further information concerning this matter, please call:

STEVE ESAU
(Name of Person)

at (425) 462-0501 x 5829
(Area Code & Daytime Telephone Number)

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TALLAHASSEE
FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration 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

**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. CLICK2LEARN.COM, 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 3. 91-1276003
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 09-01-00 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. 110-110TH AVENUE NE
BELLEVUE WA 98005
(Current mailing address)
8. ONLINE LEARNING SYSTEMS/SALES & DEVEL.
(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)

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TALLAHASSEE, FLORIDA

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.

CT Corporation System

Kathleen C. Gariepy
(Registered agent's signature)

Kathleen C. Gariepy, Asst. 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)

FL019 - 9/2/99 CT System Online

SEE ATTACHED FOR COMPLETE LIST

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: BERT KOLDE C/O DIGEO

Address: 12131 - 113TH AVE NE, SUITE 203
KIRKLAND WA 98034

~~Vice Chairman:~~ JIM BILLMAIER C/O DIGEO
~~DIRECTOR~~

Address: 12131 - 113TH AVE NE SUITE 203
KIRKLAND WA 98034

Director: DR. SHELLY HARRISON C/O SPACEHAB INC

Address: 300 D STREET SW, STE 814
WASHINGTON, DC 20024

Director: JONATHAN KLEIN C/O GETTY IMAGES

Address: 701 NORTH 34TH STREET, SEATTLE WA 98103

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

CEO & President: KEVIN OAKES

Address: 110-110TH AVE NE
BELLEVUE WA 98004

Vice President: STEVE MARTINO

Address: 110-110TH AVENUE NE
BELLEVUE WA 98004

Secretary: STEVEN ESAU

Address: 110-110TH AVE NE
BELLEVUE WA 98004

Treasurer: JOHN ATHERLY

Address: 110-110TH AVE NE
BELLEVUE WA 98004

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

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

14. STEVEN ESAU, SECRETARY
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

click2learn.com, inc. (formerly Asymetrix Learning Systems, Inc.)

FILED

As of 10/04/00

UBI # 601974223

00 NOV 21 AM 12: 24

FEIN # 91-1276003

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For the State of: FLORIDA

State I D #

BOARD OF DIRECTORS			
Title	Name	Address/city/zip	Term
Chairman	Bert Kolde	12131 - 113th Ave NE, Ste 230, Kirkland, WA 98034	2001
Member	Dr. Shelly Harrison	300 D Street, SW, Suite 814, Washington, DC 20024	2000
Member	Jim Billmaier	12131 - 113th Ave NE, Ste 230, Kirkland, WA 98034	2001
Member	Joe DiNucci	110 - 110th Avenue NE, Ste 700, Bellevue WA 98004	2002
Member	Jonathan D. Klein	Getty Images, Inc., 701 North 34th Street, Seattle, WA 98103	2002
Member	Kevin Oakes	110 - 110th Avenue NE, Ste 700, Bellevue WA 98004	2000
Member	Ron Posner	820 Stony Hill Road, Tiburon, CA 94920	2000
Member	Sally Narodick	110 - 110th Avenue NE, Ste 385, Bellevue WA 98004	2002
OFFICERS			
CEO & President	Kevin Oakes	110 - 110th Avenue NE, Ste 700, Bellevue WA 98004	
Secretary & VP	Steven Esau	110 - 110th Avenue NE, Ste 700, Bellevue WA 98004	
Vice President	John Scott	110 - 110th Avenue NE, Ste 700, Bellevue WA 98004	
CFO & Treasurer	John Atherly	110 - 110th Avenue NE, Ste 700, Bellevue WA 98004	
COO & Vice President	Steve Martino	110 - 110th Avenue NE, Ste 700, Bellevue WA 98004	
Vice President	Jeannine Ryan	110 - 110th Avenue NE, Ste 700, Bellevue WA 98004	
Vice President	Craig Taylor	110 - 110th Avenue NE, Ste 700, Bellevue WA 98004	

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 "CLICK2LEARN.COM, 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.

FILED
00 NOV 21 AM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2893326 8300

AUTHENTICATION: 0677683

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DATE: 09-15-00