

CT CORPORATION SYSTEM
F000000007068

CORPORATION(S) NAME

e-Duction, Inc.

FILED
00 DEC 20 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<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		

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

12/20/00

B

Order#: 3480653

Ref#: _____

Amount: \$ _____

RECEIVED
00 DEC 20 PM 12:10
DIVISION OF CORPORATION

900003509009--2
-12/20/00--01065--004
*****70.00 *****70.00

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

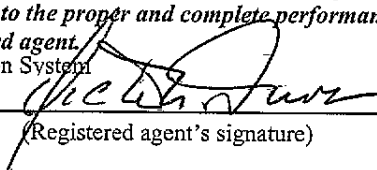
A CCH LEGAL INFORMATION SERVICES COMPANY

n/k 12/20

9

**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. e-Duction, 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 Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 20, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. May 1, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. Two Valley Square, Suite 100; 512 Township Line Road
Blue Bell, PA 19422
(Current mailing address)
8. To provide a mechanism for employees to purchase goods via payroll deduction.
(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
 **VICTOR A. DUVA**
(Registered agent's signature) Assistant Vice President
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)

Chairman: See Attached Exhibit A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
00 DEC 20 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

President: See Attached Exhibit A

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. Thomas P. Collins; General Counsel and Secretary

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

EXHIBIT A

A. Directors

Kirk E. Watkins	Two Valley Square - Suite 100 512 Township Line Road Blue Bell, PA 19422
William Heckman	Two Valley Square - Suite 100 512 Township Line Road Blue Bell, PA 19422
Thomas Stine	1814 Saucon Valley Road Bethlehem, PA 18015
Richard A. Jacoby	2490 White Horse Road Berwyn, PA 19312
Michael G. Bolton	Suite 610, Building 600 435 Devon Park Drive Wayne, PA 19087
John R. Regan	1601 Market Street Suite 2500 Philadelphia, PA 19103
James D. Robinson, III	126 East 56th Street New York, NY 10022
George W. Carmany, III	Two Valley Square - Suite 100 512 Township Line Road Blue Bell, PA 19422

FILED
00 DEC 20 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. Officers

Kirk E. Watkins	President	Two Valley Square - Suite 100 512 Township Line Road Blue Bell, PA 19422
Carolyn A. Bundy	Vice President	Two Valley Square - Suite 100 512 Township Line Road Blue Bell, PA 19422
Thomas P. Collins	Secretary	Two Valley Square - Suite 100 512 Township Line Road Blue Bell, PA 19422
Jerry Holbrook	Treasurer	Two Valley Square - Suite 100 512 Township Line Road Blue Bell, PA 19422

State of Delaware
Office of the Secretary of State

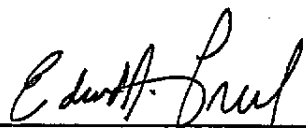
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "E-DUCTION, 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 NINETEENTH DAY OF DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
00 DEC 20 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

3290396 8300

AUTHENTICATION: 0864337

001636228

DATE: 12-19-00