

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

F00000007087

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

900003510109--7
-12/21/00--01038--008
*****87.50 *****87.50

DATE: 12-21-00

REF. #: 0173.13992

CORP. NAME: OUTSTART, INC.

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER: _____

FILED
DEC 21 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 96609 FOR \$ 87.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

Handwritten initials and date:
NJK
12/21

RECEIVED
DEC 21 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: OutStart, 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:

Maureen Mulcahy
(Name of Person)

Cooley Godward LLP
(Firm/Company)

Five Palo Alto Square, 3000 El Camino Real
(Address)

Palo Alto, CA 94036
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Maureen Mulcahy at (650) 843-5238
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien 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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEC 21 1994
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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.

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1. OutStart, 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 27, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. November 1, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 601 South Lake Destiny Road, Suite 300
Maitland, FL 32751
(Current mailing address)

8. Provider of online education services and tools.
(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: NRAI Services, Inc.
Office Address: 526 East Park Avenue
Tallahassee, Florida, 32301
(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.

NRAI Services, Inc.
C. Baclet V.P.
(Registered agent's signature)

C. Baclet, 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)

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

A. DIRECTORS

Chairman: John J. Alonso

Address: 601 South Lake Destiny Road, Suite 300
Maitland, FL 32751

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: John J. Alonso

Address: 601 South Lake Destiny Road, Suite 300
Maitland, FL 32751

Vice President: _____

Address: _____

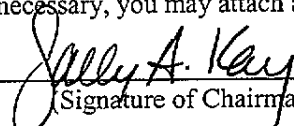
Secretary: Mark P. Tanoury, Cooley Godward LLP

Address: Five Palo Alto Square, 3000 El Camino Real, Palo Alto, CA 94306

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. Sally A. Kay, Assistant Secretary
(Typed or printed name and capacity of person signing application)

ADDENDUM

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

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

B. OFFICERS

Chief Executive Officer: John J. Alonso
601 South Lake Destiny Road, Suite 300
Maitland, FL 32751

Chief Financial Officer: M. Michelle Bruce
601 South Lake Destiny Road, Suite 300
Maitland, FL 32751

Assistant Secretary: Sally A. Kay
Five Palo Alto Square
3000 El Camino Real
Palo Alto, CA 94306

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OUTSTART, 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 TWENTIETH DAY OF DECEMBER, A.D. 2000.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OUTSTART, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2000.

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

FILED
00 DEC 21 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

 Edward J. Freel, Secretary of State
 AUTHENTICATION: 0869064

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DATE: 12-20-00