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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SSB, Incorporated of Virginia
(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:

Jimmie O. Blake
(Name of Person)

SSB, Incorporated of Virginia
(Firm/Company)

3702 Pender Drive, Suite 402
(Address)

Fairfax, VA 22030
(City/State and Zip code)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Jimmie O. Blake at (703) 277-1070
(Name of Person) (Area Code & Daytime Telephone Number)

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

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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

**SPECIAL MEETING
OF THE
BOARD OF DIRECTORS
OF
SSB, INCORPORATED**

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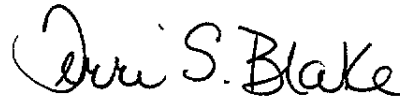
A Special Meeting of the Board of Directors was convened at 10:30 a.m. on February 23, 2001 at the Corporate Headquarters at 3702 Pender Drive, Suite 402, Fairfax, Virginia 22030. The purpose of the meeting was to consider the following resolution:

RESOLVED: That for the sole purpose of doing business in the State of Florida, the Corporation shall, and is hereby authorized to, adopt and to use the name, "SSB, Incorporated of Virginia" for so long as it is required and is in the business interests of the Corporation to do so.

Mr. Jimmie O. Blake, the President of the Corporation and the Chairman of the Board of Directors explained that the foregoing resolution is required to avoid a conflict with a Florida Corporation previously registered in the State of Florida as "SSB, Inc." Given the pending opportunity to pursue work with the Department of Corrections in the State of Florida, Mr. Blake recommended adoption of the Resolution. The Resolution was thereafter adopted by the unanimous vote of the Board of Directors.

There being no further business before this Special Meeting of the Board of Directors, Mr. Blake adjourned the meeting at 10:45 a.m. on February 23, 2001.

February 23, 2001



Terri S. Blake
Secretary

Approved:



Jimmie O. Blake
Director

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. SSB, INC. doing business in Florida as SSB, Incorporated of Virginia
2. Virginia (State or country under the law of which it is incorporated)
3. 54-1719032 (FEI number, if applicable)
4. July 27, 1994 (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.")
7. 3702 Pender Drive, Suite 402, Fairfax, VA 22030 (Principal office address)
3702 Pender Drive, Suite 402, Fairfax, VA 22030 (Current mailing address)
8. Distance learning courseware products (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 Rd.

Plantation, Florida 33324 (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.

[Handwritten signature]

(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: Jimmie O. Blake

Address: 7212 Neaptide Lane

Burke, VA 22015

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: Jimmie O. Blake

Address: 7212 Neaptide Lane

Burke, VA 22015

Vice President: Cathy P. Moortgat

Address: 6806 Ericka Avenue

Alexandria, VA 22310

Secretary: Terri S. Blake

Address: 7212 Neaptide Lane, Burke, VA 22015

Treasurer: Jimmie O. Blake

Address: 7212 Neaptide Lane, Burke, VA 22015

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

13. Jimmie O. Blake

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

14. Jimmie O. Blake, Chairman of the Board of Directors

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

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

SSB, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is July 27, 1994.

Nothing more is hereby certified.

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*Signed and Sealed at Richmond on this Date:
February 20, 2001*



Joel H. Peck
Joel H. Peck, Clerk of the Commission