



F01000001849

ACCOUNT NO. : 072100000032

REFERENCE : 103104 4805411

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

FILED
01 APR -5 PM 12:42
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : April 4, 2001

ORDER TIME : 10:49 AM

ORDER NO. : 103104-020

300003960629--9

CUSTOMER NO: 4805411

CUSTOMER: Mr. Scott Hecker
Reboul Macmurray Hewitt
45 Rockefeller Center
11th Floor
New York, NY 10111

5

FOREIGN FILINGS

NAME: WALDEN E-LEARNING, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
01 APR -5 AM 11:23
DIVISION OF CORPORATION

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

BK 467

**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.*

FILED
APR 5 PM 12:42
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

1. Walden e-Learning, 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 21, 2001 5. perpetual
(Date of incorporation) (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. 24311 Walden Center Drive, 3rd floor, Bonita Spring, FL 34134
(Principal office address)
same as above
(Current mailing address)
8. _____
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(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.

Corporation Service Company

Camela A. Simpson
(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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

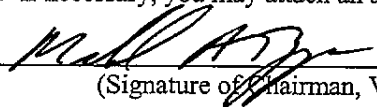
Secretary: _____

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. Mike Rogge, Chief Financial Officer, Treasurer and Secretary
(Typed or printed name and capacity of person signing application)

FILED
01 APR -5
11 12:42
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

Board of Directors of Walden e-Learning, Inc.

Don E. Ackerman

Kathleen Cote

A. Bart Holaday

Maj. Gen. Robert Scales, Jr.

Douglas L. Becker

Paula R. Singer

Raph Appadoo

FILED
01 APR -5 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Officers of Walden e-Learning, Inc.

Don E. Ackerman

Maj. Gen. Robert Scales, Jr.

Mike Rogge

Chairman of the Board

President and Chief Executive Officer

Chief Financial Officer, Treasurer and Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WALDEN E-LEARNING, 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 FOURTH DAY OF APRIL, A.D. 2001.

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

FILED
01 APR -5 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3363127 8300

AUTHENTICATION: 1062750

010164356

DATE: 04-04-01