

CT CORPORATION SYSTEM

F01000001856

CORPORATION(S) NAME

Educational Standards and Certifications, Inc.

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FILED 19
01 APR -5 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

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<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC	<input type="checkbox"/> CUS
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	
<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		

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01 APR -5 PM 2:19
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TALLAHASSEE, FLORIDA

RECEIVED
01 APR -5 PM 12:28
DIVISION OF CORPORATION

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

4/5/01

cjc

Order#: 3912498

Ref#: _____

Amount: \$ _____

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

A CCH LEGAL INFORMATION SERVICES COMPANY

mk 4/5

**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. Educational Standards and Certifications, 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

(State or country under the law of which it is incorporated)

3. 06-1557372

(FEI number, if applicable)

4. June 30, 1999

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing.

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

7. 335 West 16th Street, 5th Floor, New York, NY 10011, Attention: Mr. Jaan E. Vaino

(Current mailing address)

8. Licensing and distribution of professional development content and systems for school teachers and school districts.

(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

Robin L. LaPeters
(Registered agent's signature)
Asst. Secy.

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: Mark Atkinson

Address: 335 West 16th St., 5th Floor

New York, NY 10011

Vice Chairman: (none)

Address: _____

Director: Roy Pea

Address: 333 Ravenswood Avenue, BN 124

Menlo Park, CA 94025

Director: Marshall Smith

Address: 402 T Ceras

Stanford, CA 94305

(list continued on addendum)

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

President: (and Chief Executive Officer) Mark Atkinson

Address: 335 West 16th St., 5th Floor

New York, NY 10011

Vice President: _____

Address: _____

Secretary: Jeffrey Fiedler

Address: 335 West 16th St., 5th Floor

New York, NY 10011

Treasurer: Jeffrey Fiedler

Address: 335 West 16th St., 5th Floor

New York, NY 10011

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. Mark Atkinson, Chairman

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

**Addendum
to list of Directors
for Foreign Corporation Application
of Educational Standards and Certifications, Inc.**

A. DIRECTORS (continued)

Director: Governor Thomas Kean
Address: Drew University
Mead Hall
36 Madison Avenue
Madison, NJ 07940

Director: George Springer
Address: 35 Marshal Road
Rocky Hill, CT 06067

Director: Janet Hickey
Address: 277 Park Avenue, 42nd Floor
New York, NY 10172

Director: Michael Margolis
Address: 1 Court Street
Boston, MA 02108

Director: Brian Freeman
Address: 500 Lake Cook Road, Suite 150
Short Hills, NJ 07078

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01 APR -5 PM 2:08
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State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EDUCATIONAL STANDARDS AND CERTIFICATIONS, 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 TWENTY-SIXTH DAY OF MARCH, A.D. 2001.

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
01 APR -5 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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01 APR -5 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3064179 8300

AUTHENTICATION: 1043660

010145976

DATE: 03-26-01