

# F01000003200

## TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Mindsurf Networks, 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:

Matthew Stringer  
(Name of Person)  
Mindsurf Networks  
(Firm/Company)  
8180 Greensboro Dr. Suite 500  
(Address)  
McLean, VA 22102  
(City/State and Zip code)

For further information concerning this matter, please call:

Matthew Stringer at ( 703 ) 848 4491  
(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

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

FILED  
01 JUN 18 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 JUN 18 PM 2:28  
NO. 14-00000  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

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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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Mindsurf Networks, 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. 52-2264047  
(FEI number, if applicable)
4. 10/26/99  
(Date of incorporation)
5. perpetua  
(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. 8180 Greensboro Dr. Suite 500 McLean, VA 22102  
(Principal office address)  
8180 Greensboro Dr. Suite 500 McLean, VA 22102  
(Current mailing address)
8. To provide a wireless, handheld computing solution for the K-12 education community  
(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: Gerry Miller  
Office Address: 462 Cleveland Hills Dr.  
Tallahassee, Florida 32311  
(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.

G.W. Miller

(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: Douglas Becker Sylvan Learning Systems, Inc.  
Address: 1001 Fleet Street, 9th Floor  
Baltimore, MD 21202

Vice Chairman: -

Address: -

Director: Bruce Davis Mindsurf Networks, Inc.

Address: 1001 Fleet Street, 9th Floor  
Baltimore, MD 21202

Director: David S. Oros Arther Systems, Inc.

Address: 11460 Crossridge Drive  
Owing Mills, MD 21117

B. OFFICERS

President: Bruce Davis Mindsurf Networks, Inc.

Address: 1001 Fleet Street, 9th Floor  
Baltimore, MD 21202

Vice President: ~~Barry~~ Barry Offutt Mindsurf Networks, Inc.

Address: 8180 Greensboro Dr., Suite 500  
McLean, VA 22102

Secretary: Barry Offutt

Address: -

Treasurer: Barry Offutt

Address: -

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

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

14. Barry C. Offutt Senior V.P. & CEO  
(Typed or printed name and capacity of person signing application)

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**Additional Board Members**

Ciro Pinto-Coelho  
Director  
Aether Systems, Inc.  
address same as David Oros

Tim Daniels  
Director  
Sylvan Ventures, LLC  
1001 Fleet Street, 4th Floor  
Baltimore, MD 21202

Chris Hoehn-Saric  
Director  
Sylvan Ventures, LLC  
address same as Tim Daniels.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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 "MINDSURF NETWORKS, 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 EIGHTH DAY OF MAY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MINDSURF NETWORKS, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 1999.

FILED  
01 JUN 18 PM 2:48  
SECRETARY OF STATE  
DELAWARE



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1121955

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DATE: 05-08-01