

F02000001411 foreign corp

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Adaptive Learning Systems 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:

Kevin Forcier

(Name of Person)

Adaptive Learning Systems Inc

(Firm/Company)

14155 58th Street N

(Address)

Clearwater, FL 33760

(City/State and Zip code)

300004620593--3
-02/22/02--01033--001
***2300.00 ***2300.00

For further information concerning this matter, please call:

Kevin Forcier

(Name of Person)

at (727) 507-9646

(Area Code & Daytime Telephone Number)

300004620593--3
-10/02/01--01063--002
*****78.75 *****78.75

W01-22936

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

F02-1411



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 4, 2001

KEVIN FORCIER
14155 58TH STREET N.
CLEARWATER, FL 33760

SUBJECT: ADAPTIVE LEARNING SYSTEMS, INC.
Ref. Number: W01000022936

We have received your document for ADAPTIVE LEARNING SYSTEMS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2300.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Michael Mays



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 25, 2002

KEVIN FORCIER
14155 58TH STREET N.
CLEARWATER, FL 33760

SUBJECT: ADAPTIVE LEARNING SYSTEMS, INC.
Ref. Number: W01000022936

We have received your document for ADAPTIVE LEARNING SYSTEMS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence, which usually consists of a single sheet of paper and clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence from the same office that provided you with the certified copy.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Michael Mays
Document Specialist

Letter Number: 002A00011466

**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. Adaptive Learning Systems 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. 59-3345389
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/4/95 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. March 1999
(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. 14155 58th Street N Clearwater, FL 33760
(Principal office address)
Same
(Current mailing address)
8. Software Sales
(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: Kevin Forcier

Office Address: 14155 58th Street N
Clearwater, Florida 33760
(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.

Kevin T Forcier

(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.

02 MAR 19 PM 3:40
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

A. DIRECTORS

Chairman: Kevin Forcier

Address: 14155 58th Street N
Clearwater, FL 33760

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Kevin Forcier

Address: 14155 58th Street N
Clearwater, FL 33760

Vice President: _____

Address: _____

Secretary: Kevin Forcier

Address: 14155 58th Street N Clearwater, FL 33760

Treasurer: _____

Address: _____

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

13. Kevin T Forcier
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kevin Forcier, Chairman
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

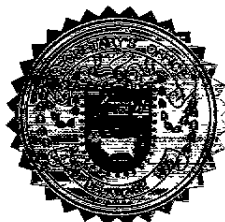
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADAPTIVE LEARNING SYSTEMS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF MARCH, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ADAPTIVE LEARNING SYSTEMS INC." WAS INCORPORATED ON THE FOURTH DAY OF OCTOBER, A.D. 1995.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

02 MAR 19 PM 3:48
SECRETARY OF STATE
DIVISION OF CORPORATIONS



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1649207

DATE: 03-06-02