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p.1

Division of Corporations

Page 1 of 2

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Florida Department of State

Division of Corporations

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FOREIGN PROFIT QUALIFICATION

eSylvan, Inc.

Certificate of Status	1
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CAPITOL SERVICES

PAGE 02/02

p.2

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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.

1. eSylvan, 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. Maryland
(State or country under the law of which it is incorporated)
3. 52-2257470
(FEI number, if applicable)
4. 2/3/2000
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 4/15/02
(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. 506 S. Central Avenue, Baltimore, MD 21202
(Principal office address)
506 S. Central Avenue, Baltimore, MD 21202
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under the Maryland General Corporation Law.
(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: Capitol Corporate Services, Inc.
Office Address: 1333 North Duval Street
Tallahassee, Florida 32303
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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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.

Gayle Wundt, asst. sec.
(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.

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

A. DIRECTORS

Chairman: please see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: please see attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Robert W. Zentz
(Typed or printed name and capacity of person signing application)

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eSylvan, Inc.
506 S. Central Avenue
Baltimore, MD 21202

OFFICERS

Chief Executive Officer	Christopher Hoehn-Saric	506 S. Central Avenue Baltimore, MD 21202
President	David Graves	506 S. Central Avenue Baltimore, MD 21202
Executive Vice President	B. Lee McGee	1001 Fleet Street Baltimore, MD 21202
Treasurer	B. Lee McGee	1001 Fleet Street Baltimore, MD 21202
Secretary	Robert Zentz	1001 Fleet Street Baltimore, MD 21202

DIRECTORS

Chairman	Christopher Hoehn-Saric	506 S. Central Avenue Baltimore, MD 21202
Director	Peter Cohen	1001 Fleet Street Baltimore, MD 21202
Director	Robert Zentz	1001 Fleet Street Baltimore, MD 21202
Director	B. Lee McGee	1001 Fleet Street Baltimore, MD 21202
Director	Barry Miller	950 Youngstown Warren Road, E. Niles, OH 44446

Contact person: Frances Jackson, 1.800.627.4276, Ext. 8762

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STATE OF MARYLAND H02000082689
Department of Assessments and Taxation

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT ESYLVAN, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED. HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS MARCH 12, 2002.



Paul B. Anderson
Charter Division



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