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ACCOUNT NO. : 072100000032

REFERENCE : 532679 4324715

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
APR 18 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 17, 2002

ORDER TIME : 1:28 PM

ORDER NO. : 532679-010

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CUSTOMER NO: 4324715

CUSTOMER: Kerrie K. Hanley, Legal Asst
Kilpatrick Stockton, LLP.
Suite 400
3737 Glenwood Avenue
Raleigh, NC 27612

FOREIGN FILINGS

BK

NAME: SOFTMOUNTAIN LEARNING SYSTEMS,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

RECEIVED
02 APR 18 PM 1:54
DIVISION OF CORPORATION

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SoftMountain Learning Systems, Inc.
(Name of corporation - must include suffix)

FILED
02 APR 18 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Kerrie K. Hanley

(Name of Person)

Kilpatrick Stockton LLP

(Firm/Company)

3737 Glenwood Avenue, Suite 400

(Address)

Raleigh, North Carolina 27612

(City/State and Zip code)

For further information concerning this matter, please call:

Kerrie K. Hanley

(Name of Person)

at (919) 420-1761

(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

**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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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. SoftMountain 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. state of Delaware 3. 26-0024917
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 27, 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. 485 North Keller Road, Suite 100, Maitland, Florida 32751
(Principal office address)
- same
(Current mailing address)
- To conduct business as necessary in connection with the design, development and sale of eLearning software and other business as permitted under law
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

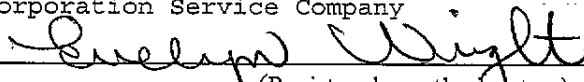
Office Address: 1201 Hayes Street

Tallahassee, Florida 32301-2607
(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


(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 schedule of Directors

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Philip D. Ellett

Address: 485 North Keller Road, Suite 100, Maitland, Florida 32751

Vice President: _____

Address: _____

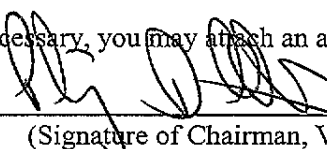
Secretary: Edward R. Comer

Address: 485 North Keller Road, Suite 100, Maitland, Florida 32751

Treasurer: Edward R. Comer

Address: 485 North Keller Road, Suite 100, Maitland, Florida 32751

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. Philip D. Ellett, President and CEO
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOFTMOUNTAIN LEARNING SYSTEMS, INC.

LIST OF DIRECTORS

Michael Buffa
485 North Keller Road
Suite 100
Maitland, Florida 32751

Philip D. Ellett
Chairman, President and Chief Executive Officer
485 North Keller Road
Suite 100
Maitland, Florida 32751

Edward Grace
485 North Keller Road
Suite 100
Maitland, Florida 32751

Steven Levine
485 North Keller Road
Suite 100
Maitland, Florida 32751

Jason Rottenberg
485 North Keller Road
Suite 100
Maitland, Florida 32751

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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

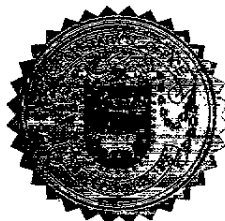
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOFTMOUNTAIN LEARNING SYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE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

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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SOFTMOUNTAIN LEARNING SYSTEMS, INC." WAS INCORPORATED ON THE TWENTY SEVENTH DAY OF DECEMBER, A.D. 2001.

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SECRETARY OF STATE
TREASURER, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3473874 8300

AUTHENTICATION: 1726886

020245193

DATE: 04-17-02