

**F02000003568**

LAW OFFICES

BECKER POLIAKOFF P.A.

501 N. ...  
West Palm Beach, Florida 33411

Phone: (561) 655-5444 Fax: (561) 832-8987  
(800) 462-7783  
Internet: <http://www.becker.poliakoff.com>  
E mail: [bp@becker-poliakoff.com](mailto:bp@becker-poliakoff.com)

**Florida Offices**

Administrative Office  
3111 Stirling Road  
Ft. Lauderdale, FL 33312  
FL Toll Free: (800) 432-7712

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**International Offices:**

Beijing,  
People's Republic  
of China

Prague,  
Czech Republic

Bern, Switzerland\*

Reply To:  
E. Scott Nunley, Esq.  
[snunley@becker-poliakoff.com](mailto:snunley@becker-poliakoff.com)

May 31, 2002

Secretary of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: GetCollege.com, Incorporated  
Our File No.: W21354/72179

Dear Sir or Madam:

Enclosed please find an original and one copy of an Application by Foreign Corporation for Authorization to Transact Business in Florida along with a check made payable to the Secretary of State in the amount of \$87.50 for the filing fee.

Please file the same and return the stamped copy and Secretary of State letter of acknowledgement to me.

Thank you for your assistance in this matter.

Very truly yours,

*E. Scott Nunley*  
E. SCOTT NUNLEY  
For the Firm

ESN/cms  
Enclosures

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-06/06/02--01034--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F02-3568  
JK



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 10, 2002

E. SCOTT NUNLEY  
500 AUSTRALIAN AVENUE SOUTH, 9TH FLOOR  
BECKER & POLIAKOFF, P.A.  
WEST PALM BEACH, FL 33401

SUBJECT: GETCOLLEGE.COM, INCORPORATED  
Ref. Number: W02000016739

We have received your document for GETCOLLEGE.COM, INCORPORATED and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

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) 245-6020.

Tammi Cline  
Document Specialist

Letter Number: 602A00037959

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02 JUL 12 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 17, 2002

E. SCOTT NUNLEY  
500 AUSTRALIAN AVENUE SOUTH, 9TH FLOOR  
BECKER & POLIAKOFF, P.A.  
WEST PALM BEACH, FL 33401

SUBJECT: GETCOLLEGE.COM, INCORPORATED  
Ref. Number: W02000016739

We have received your document for GETCOLLEGE.COM, INCORPORATED and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

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.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline  
Document Specialist

Letter Number: 602A00039301

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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LAW OFFICES

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\* available for consultation  
by appointment only

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Beijing,  
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Prague,  
Czech Republic

Bern, Switzerland\*

Reply To:  
E. Scott Nunley, Esq.

[snunley@becker-poliakoff.com](mailto:snunley@becker-poliakoff.com)

June 12, 2002

Secretary of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: GetCollege.com, Incorporated  
Our File No.: W21354/72179

Dear Sir or Madam:

Enclosed please find a copy of a Certificate for Renewal and Revival of Charter with regards to the above-referenced corporation. Also enclosed is a Rejected Filing notice obtained online from the Division of Corporations. Inadvertently, the renewal was not originally sent to your office.

Please have the application filed and return the stamped copy to me in the enclosed pre-addressed stamped envelope.

Should you have any questions, please do not hesitate to contact me.

Thank you.

Very truly yours,

*E. Scott Nunley*  
E. SCOTT NUNLEY  
For the Firm

ESN/cms  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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LAW OFFICES

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Prague,  
Czech Republic

Bern, Switzerland\*

Reply To:  
West Palm Beach  
(561) 655-5444  
[bp@becker-poliakoff.com](mailto:bp@becker-poliakoff.com)

July 11, 2002

### VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
Attention: Tammi Cline  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: *Getcollege.com, Incorporated*  
*Your Reference Number: W02000016739*

Dear Ms. Cline:

Pursuant to your letter of June 17, 2002 enclosed please find a Certificate of Good Standing from the home state of Delaware for the above-referenced corporation.

Also enclosed for your reference is a copy of an Application by Foreign Corporation for Authorization to Transact Business in Florida. The original document along with payment of \$87.50 was sent to your offices previously.

Please file the enclosed application and return the stamped copy to me in the enclosed Federal Express envelope.

Should you have any questions, please do not hesitate to contact me.

Thank you.

Very truly yours, \*



Cathy Spring  
Secretary to E. Scott Nunley

/cms  
Enclosures  
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02 JUL 12 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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. GetCollege.Com, Incorporated

(Name of corporation: the word "INCORPORATED," "COMPANY," OR "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. 65-0935560

(FEI number, if applicable)

4. July 19, 1999

(Date of Incorporation)

5. Perpetual

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

6. April 28, 2002

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

7. 224 Datura Street, Suite 1011, West Palm Beach, Florida 33401

(Current mailing address)

8. Any Lawful Purposed Authorized Under Delaware Law

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and address of Florida registered agent:** (P.O. Box or Mail Drop **NOT** acceptable)

Name Vincent Waterhouse

Office Address 224 Datura Street, Suite 1011

West Palm Beach, Florida

33401

(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.

  
(Registered agent's signature)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11. Attached is a certificate of existence, duly authorized, 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:

Chairman: Vincent J. Waterhouse  
Address: 225 Datura Street, Suite 1011  
West Palm Beach, Florida 33401

Vice Chairman:  
Address:

Director:  
Address:

Director:  
Address:

B. Officers:

President: Vincent J. Waterhouse  
Address: 225 Datura Street, Suite 1011  
West Palm Beach, Florida 33401

Vice President:  
Address:

Secretary:  
Address:

Treasurer:  
Address:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

13. Vincent J. Waterhouse  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Vincent J. Waterhouse, President  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



# Delaware

PAGE 1

*The First State*

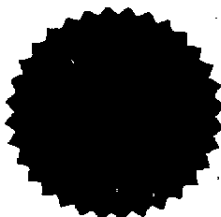
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GETCOLLEGE.COM, INCORPORATED" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF JULY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GETCOLLEGE.COM, INCORPORATED" WAS INCORPORATED ON THE NINETEENTH DAY OF JULY, A.D. 1999.

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

02 JUL 12 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED



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

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020444374

AUTHENTICATION: 1877622

DATE: 07-11-02