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\$3,450

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

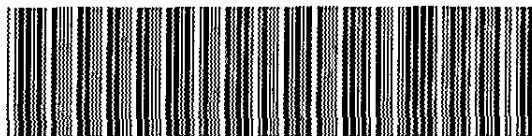
Certified Copies _____ Certificates of Status _____

W02-30570

Special Instructions to Filing Officer:

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02 NOV 13 AM 10:08

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Learn.com, 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:

Diana Stephenson, OFFICE MGR.
(Name of Person)
Learn.com, Inc.
(Firm/Company)
14101 NW 4 St.
(Address)
Sunrise, FL 33325
(City/State and Zip code)

For further information concerning this matter, please call:

Diana Stephenson at (954) 233-4000 x 728
(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



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 23, 2002

DIANA STEPHENSON
LEARN.COM, INC.
14101 NW 4 ST.
SUNRISE, FL 33325

SUBJECT: LEARN.COM, INC.
Ref. Number: W02000030570

We have received your document for LEARN.COM, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 \$3,450.00.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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.

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 702A00058610

Learn.com

"One Vendor - One Solution"

Learn.com, Inc.
14000 NW 4th Street
Sunrise, Florida 33325
Phone 954 233-4000
Fax 954 233-4001
www.learn.com

November 11, 2002

Michelle Hodges, Document Specialist
Florida Dept. of State
Division of Corporations
409 Gaines Street
Tallahassee, FL 32399

RE: LETTER NUMBER: 702A00058610

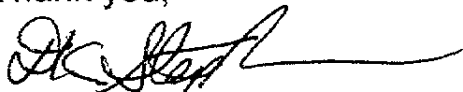
Dear Michelle,

I am resubmitting our paperwork for your review. We made a mistake and put in a date where it should have said "upon qualification".

I've also included the original document of "Good Standing".

I hope this is all you need, if not please let me know.

Thank you,



Diana Stephenson
Office Manager

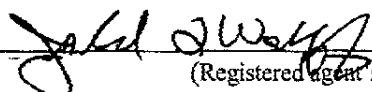
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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. Learn.com, 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, USA 3. 65 093 1599
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2-10-99 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. ~~11-1-99~~ 7-16-01 11-1-99
(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. 14101 NW 4 ST. SUNRISE, FL 33325
(Principal office address)
SAME
(Current mailing address)
8. ON-LINE LEARNING
(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: Jerald Wolff
Office Address: 14101 NW 4 St.
Sunrise, FL 33325, Florida 33325
(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.


(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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SEC. OF STATE
TALLAHASSEE FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: James B. Riley

Address: 14101 NW 4 St.

Sunrise FL 33325

Vice President: JW Ray

Address: 14101 NW 4 St.

Sunrise FL 33325

Secretary: Patrick Toomey

Address: 14101 NW 4 St.

Treasurer: Sunrise FL 33325

Address: _____

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. JAMES RILEY, PRESIDENT

(Typed or printed name and capacity of person signing application)

Delaware

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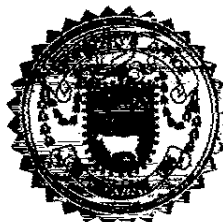
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LEARN.COM, 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 OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LEARN.COM, INC." WAS INCORPORATED ON THE TENTH DAY OF FEBRUARY, A.D. 1999.

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3001701 8300

AUTHENTICATION: 2039249

020640993

DATE: 10-17-02