

# F02000006269

Florida Department of State  
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From:

Account Name : UCC FILING & SEARCH SERVICES, INC.  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## FOREIGN PROFIT QUALIFICATION

TSG Global Education Web, Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
| Certified Copy        | 1       |
| Page Count            | 04      |
| Estimated Charge      | \$87.50 |

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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. TSG Global Education Web, 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. 06-1555428  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/8/99 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. 4002 Eisenhower Blvd., Tampa, FL 33634  
(Principal office address)  
same as #7  
(Current mailing address)
8. software sales & support  
(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: UCC Filing Search Service, Inc.  
Office Address: 526 E. Park Ave.  
Tallahassee, Florida 32301  
(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.*

Alison Hand Asst Secy  
(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:

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A. DIRECTORS

Chairman: EXHIBIT A

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: EXHIBIT A

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. Walter R. Groteke, Sr.

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

14. Walter R. Groteke, Sr., VP Sales and Marketing

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

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EXHIBIT A - Directors and Officers

|                        |   |
|------------------------|---|
| Walter M. Groteke      | Chairman of the Board, President and Chief Executive Officer; title held since June 1998<br>4002 Eisenhower Blvd. Tampa, Fl 33634 |
| Walter R. Groteke, Sr. | Vice-President, Sales and Marketing since June 1998; Director since February 1999<br>4002 Eisenhower Blvd. Tampa, Fl 33634        |
| Peter C. Castle        | Treasurer, Secretary and Vice-President, Finance since January 2000<br>4002 Eisenhower Blvd. Tampa, Fl 33634                      |
| Myron Levy             | Director and Chairman of Audit Committee<br>4002 Eisenhower Blvd. Tampa, Fl 33634   |

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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TEG GLOBAL EDUCATION WEB, 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 FOURTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TEG GLOBAL EDUCATION WEB, INC." WAS INCORPORATED ON THE EIGHTH DAY OF APRIL, A.D. 1999.

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



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

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AUTHENTICATION: 2123594

020743224

DATE: 12-04-02