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Special Instructions to Filing Officer:	

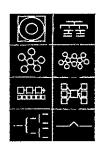
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Innovative Learning Group

A Division of Innovative Sciences, Inc.

January 21, 2003

Mr. Ritchie Taylor Manning, Fulton & Skinner, PA PO Box 20389 Raleigh, NC 27619-0389

Dear Ritchie:

Enclosed please find the required form for our Florida filing, along with a check for \$70 to cover the required fees. Thanks again for your help and please let me know if you need any additional information.

Sincerely,

Geoffrey P. Suddreth General Manager

Enclosures

TRANSMITTAL LETTER

Division of Corporations	
SUBJECT: INNOVATIVE SCIENCES, 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:	
Ritchie W. Taylor	
(Name of Person)	_
MANNING, FULTON & SKINNER PA	
(Firm/Company)	_
3605 Glenwood Avenue	7
(Address)	-
Raleigh, North Carolina 27612	C
(City/State and Zip code)	-
For further information concerning this matter, please call:	
Ritchie W. Taylor at (919) 787-8880 (Name of Person) (Area Code & Daytime Telephone Number)	
STREET ADDRESS: Registration Section Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399 Enclosed is a check for the following amount: \$\begin{align*} MAILING ADDRESS: Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 Enclosed is a check for the following amount: \$\begin{align*} 578.75 \text{ Filing Fee & Certificate of Status} \end{align*} \$78.75 \text{ Filing Fee & Certificate of Status} Certificate Opy \$78.75 \text{ Filing Fee & Certificate of Status} Certificate Opy	: &

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.	INNOVAT	IVE SCIENCES, INC.	<u> </u>	g ya e d i		
	words or abbrev	oration; must include the word "INCORPORATIVITY in the control of like import in language as will clear or partnership if not so contained in the name a	ly indicate that it		of a ALLOH	FILED WILLIAM
2.	North Card	ilina ===	-		700	<u>\dagger} \dagger</u>
	(State or country	under the law of which it is incorporated)	_	(FEI number, if applica	ble)	1/2
4.	Septemi	per 14, 1990	Perpetu	al		
	(Dat	e of incorporation)	(Duration: Ye	ar corp. will cease to ex	ist or "perpetual"	F. "
6.	Upon Qu	alification	<u>*</u>			7 T
	(Date first transa	acted business in Florida. If corporation has no (SEE SECTIONS 607.150	ot transacted busin		pon qualification	.")
7.	1011 Sch	naub Drive, Suite 200, Raleigh, Nor	th Carolina 2	7606-1862		
٠٠.	<u>. </u>	(Principal office ad	dress)			
	1011 Sch	aub Drive, Suite 200, Raleigh, Nor	th Carolina 2	7606-1862	•	
•		(Current mailing ad	dress)			,
8.		ucational materials. (s) of corporation authorized in home state or or		ed out in state of Florid	a)	<u></u>
^		•	-		•	
9.	Name and <u>str</u>	<u>eet address</u> of Florida registered agent:	(P.O. Box of I	wian Drop Box INOT	acceptable)	
	Name:	James Dean	*		• _E · · · · · ·	
οt	ffice Address:	100 Gibraltar Street		, =		*
		Royal Palm Beach	= Florida	33411		1 4 1
		(City)		(Zip code)		
1.0		49	=:			

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.

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

nan:	Clarence S. Suddreth				<u>· </u>		
ss: _	1011 Schaub Drive, Suite 200		<u> </u>	**************************************			
	Raleigh, North Carolina 27606	-			<u>.</u>		
Chair	man:			<u>-</u> -	feyr	,	
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ent:	Clarence S. Suddreth	<u></u>			- -		• <u>.</u>
ss: _	1011 Schaub Drive, Suite 200		् प्रकारि	<u>=</u>		-	
	Raleigh, North Carolina 27606			<u></u>			
resid	Geoffrey Suddreth					, , , , , , , , , , , , , , , , , , ,	
ss: _	1011 Schaub Drive, Suite 200			<u></u>			·
	Raleigh, North Carolina 27606		<u>-</u>	: 		,	
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ss: _			**			- 	
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E: I	f necessary, you may attach an addendum to t	he application	listing addition	al officers a	ınd/or dire	ectors.	
	(Signature of Chairman, Vice Chairman		<u> </u>	. == 	- · <u> </u>	<u>-</u>	<u> </u>
	(Ciamatelya of Chairman Vina Chairman	n or any office	r listed in numb	er 12 of th	e annlicat	ion)	



NORTH CAROLINA

Department of The Secretary of State

CERTIFICATE OF EXISTENCE

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that

INNOVATIVE SCIENCES, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 14th day of September, 1990, with its period of duration being Perpetual.

I FURTHER certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



Certification Number: 6579331-1 Page: 1 of 1 Ref.# 30986
Verify this certificate online at www.secretary.state.nc.us/Verification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 27th day of December, 2002.

Claire 4. Marshall.
Secretary of State