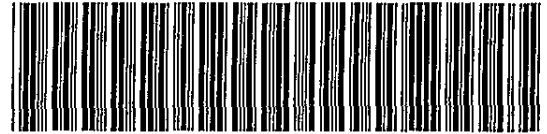


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TALLAHASSEE, FLORIDA



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: The Fordham Group, 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:

Adam J. Cohen

(Name of Person)

The Fordham Group, Inc.

(Firm/Company)

1808 Sterling Palms Court, Apt. 201

(Address)

Brandon, Florida 33511

(City/State and Zip code)

For further information concerning this matter, please call:

Laurie Cohen

(Name of Person)

at (813) 657-5709

(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:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input checked="" type="checkbox"/> \$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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The Fordham Group, 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

(State or country under the law of which it is incorporated)

3. 43-1998462

(FEI number, if applicable)

4. January 10, 2003

(Date of incorporation)

5. Perpetual

(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. 1808 Sterling Palms Court, Apt. 201, Brandon, Florida 33511

(Principal office address)

1808 Sterling Palms Court, Apt. 201, Brandon, Florida 33511

(Current mailing address)

8. Child enrichment program through the FasTrackKids, Inc. franchise in Denver, Colorado

(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: Adam J. Cohen

Office Address: 1808 Sterling Palms Court, #201

Brandon

(City)

Florida 33511

(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)

3/25/03

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: Adam J. Cohen

Address: 1808 Sterling Palms Court, Apt. 201, Brandon, Florida 33511

Vice Chairman: Laurie Cohen

Address: 1808 Sterling Palms Court, Apt. 201, Brandon, Florida 33511

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Adam and Laurie Cohen (co-presidents)

Address: 1808 Sterling Palms Court, Apt. 201, Brandon, Florida 33511

Vice President: _____

Address: 1808 Sterling Palms Court, Apt. 201, Brandon, Florida 33511

Secretary: Laurie Cohen

Address: 1808 Sterling Palms Court, Apt. 201, Brandon, Florida 33511

Treasurer: Adam J. Cohen

Address: 1808 Sterling Palms Court, Apt. 201, Brandon, Florida 33511

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. _____

Adam J. Cohen, President, Treasurer and CEO

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

FILE

03 MAR 28

SECRETARY OF
TALLAHASSEE,

State of Delaware
Office of the Secretary of State

PAGE 1 FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE FORDHAM GROUP, 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 FOURTEENTH DAY OF MARCH, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3613238 8300

AUTHENTICATION: 2308340

030152014

DATE: 03-14-03