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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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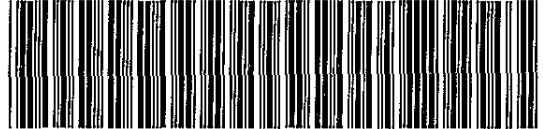
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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CT CORPORATION

July 2, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
03 JUL -2 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 5885296 SO
Customer Reference 1: 001067.0119497
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Compass Educational Holdings Inc. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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. Compass Educational Holdings, 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. 20-0051957
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5/16/03 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. 9721 Ormsby Station Road, Suite 100, Louisville, Kentucky 40223
(Principal office address)
9721 Ormsby Station Road, Suite 100, Louisville, KY 40223
(Current mailing address)
8. Educational vocational services
(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: C T Corporation System

Office Address: 1200 South Pine Island Road,
Plantation, , Florida 33324
(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.

C T Corporation System

By: Connie Bryan **CONNIE BRYAN**
(Registered agent's signature) **SPECIAL ASSISTANT SECRETARY**

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: Gerald M. Woodcox

Address: 9721 Ormsby Station Road, Suite 100, Louisville, KY 40223

Vice Chairman: Jeffrey A. Woodcox

Address: 9721 Ormsby Station Road, Suite 100, Louisville, KY 40223

Director: William F. Weld

Address: 9721 Ormsby Station Road, Suite 100, Louisville, KY 40223

Director: Robert A. Bernstein

Address: 9721 Ormsby Station Road, Suite 100, Louisville, KY 40223

FILED
JUL -2 PM 2:00
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

B. OFFICERS

President: (and CEO) Mark Stulga

Address: 9721 Ormsby Station Road, Suite 100, Louisville, KY 40223

Vice President: (and CFO) Mark Vogt

Address: 9721 Ormsby Station Road, Suite 100, Louisville, KY 40223

Secretary: Chief Executive Officer: Steve Diamond

Address: 9721 Ormsby Station Road, Suite 100, Louisville, KY 40223

Treasurer: President/Construction Division: Dan Bennet

Address: 9721 Ormsby Station Road, Suite 100, Louisville, KY 40223

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. Gerald M. Woodcox, Chairman

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMPASS EDUCATIONAL HOLDINGS, 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 TWENTY-SEVENTH DAY OF JUNE, A.D. 2003.

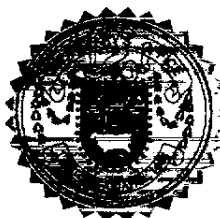
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COMPASS EDUCATIONAL HOLDINGS, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF MAY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
03 JUN -2 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3659236 8300

030426033



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2499658

DATE: 06-27-03