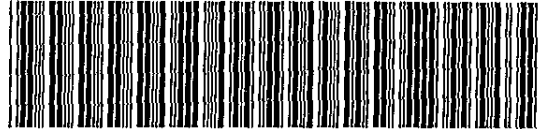


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(Requestor's Name)

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ATTORNEYS AT LAW

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ANNAPOLIS, MARYLAND 21401

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JENNIFER L. CRESWELL
OF COUNSEL

October 17, 2003

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(410) 266-0610 (ANNAPOLIS)
(410) 841-2665 (BALTIMORE)
(301) 261-8070 (WASHINGTON)
(410) 266-0813 (FAX)
JSSDCB@SIMCOXANDBARCLAY.COM

VIA FEDERAL EXPRESS

Florida Registration Section
409 E. Gaines Street
Tallahassee, Florida 32399

Attn: Division of Corporations

Re: Application for Certificate of Authority/Sylvan Learning, Inc.
Our File No.: 549.12

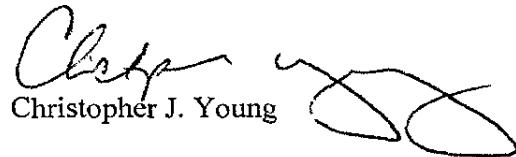
Dear Sir/Madam:

Please find enclosed the following documents for Sylvan Learning, Inc.:

1. Original Application for Foreign Corporation for Authorization to Transact Business;
2. Original Transmittal Letter re: Sylvan Learning, Inc.;
3. Original Certificate of Good Standing for Sylvan Learning, Inc.; and
4. Check for \$70.00 to satisfy the filing fee.

Should you have any questions, please contact me. Thank you for your assistance in this matter.

Sincerely,


Christopher J. Young

CJY:cer
Enclosures

cc: Sylvan Learning, Inc.
Attn: Susannah M. Bennett
Vice President and General Counsel

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03 OCT 20 AM 9:42
DIVISION OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Sylvan Learning, 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:

Christopher J. Young, Esquire

(Name of Person)

Simcox and Barclay, LLP

(Firm/Company)

170 Jennifer Road, Suite 200

(Address)

Annapolis, Maryland 21401

(City/State and Zip code)

For further information concerning this matter, please call:

Christopher J. Young

(Name of Person)

at (410) 266-0610

(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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

FILED

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.

SEP 20 AM 9
TALLAHASSEE, FL

1. Sylvan Learning, 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

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

3. 75-3118959

(FEI number, if applicable)

4. June 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. 1001 Fleet Street, Baltimore, Maryland 21202

(Principal office address)

1001 Fleet Street, Baltimore, Maryland 21202

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

(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: Capital Corporate Services, Inc.

Office Address: 1333 N. Duval Street

Tallahassee

(City)

, Florida 32303

(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.

Dellanie Case, asst. sec.

(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:

A. DIRECTORS

Chairman: Please see attached Director and Officer Addendum.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see attached Director and Officer Addendum.

Address: _____

Vice President: _____

Address: _____

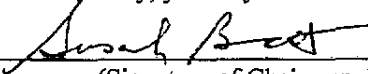
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Susannah M. Bennett, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

SYLVAN LEARNING, INC.

Director and Officer Addendum

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03 OCT 20 AM 9:42

DEPT. OF STATE
TALLAHASSEE, FLORIDA

DIRECTORS:

Name: R. Christopher Hoehn-Saric
Address: 1001 Fleet Street
City, State, Zip: Baltimore, Maryland 21202

Name: Peter J. Cohen
Address: 1001 Fleet Street
City, State, Zip: Baltimore, Maryland 21202

Name: Kevin E. Shaffer
Address: 1001 Fleet Street
City, State, Zip: Baltimore, Maryland 21202

Name: Jeffrey H. Cohen
Address: 1001 Fleet Street
City, State, Zip: Baltimore, Maryland 21202

Name: Mary K. Foster
Address: 1001 Fleet Street
City, State, Zip: Baltimore, Maryland 21202

OFFICERS:

Name: Mary K. Foster, President
Address: 1001 Fleet Street
City, State, Zip: Baltimore, Maryland 21202

Name: Kevin E. Shaffer, Treasurer/Secretary
Address: 1001 Fleet Street
City, State, Zip: Baltimore, Maryland 21202

Name: Susannah M. Bennett, Assistant Secretary
Address: 1001 Fleet Street
City, State, Zip: Baltimore, Maryland 21202

Name: Lil Hawkins, Assistant Treasurer
Address: 1001 Fleet Street
City, State, Zip: Baltimore, Maryland 21202

Name: Bobbi Jo Mettle, Assistant Secretary
Address: 1001 Fleet Street
City, State, Zip: Baltimore, Maryland 21202

Delaware

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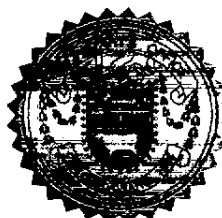
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "SYLVAN LEARNING, 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 EIGHTH DAY OF OCTOBER,
A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3668252 8300

AUTHENTICATION: 2679559

030622811

DATE: 10-08-03