

Division of Corporations

LD3000006260

Florida Department of State  
Division of Corporations  
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Account Name : C T CORPORATION SYSTEM  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FOREIGN PROFIT QUALIFICATION**

Platform Learning Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 04      |
| Estimated Charge      | \$70.00 |

DIVISION OF CORPORATION

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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. Platform Learning Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 74-3080985

(FEI number, if applicable)

4. February 25, 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 617.155, F.S.)

7. 55 Broad Street, 25th Floor, New York, NY 10004

(Principal office address)

55 Broad Street, 25th Floor, New York, NY 10004

(Current mailing address)

8. Educational Services

(Purpose(s) of corporation authorized 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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida

33324

(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.*

CT Corporation System

By: Connie Rayson

(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:

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**A. DIRECTORS**

Chairman: Eugene V. Wada, Jr.

Address: 55 Broad Street, 25th Floor, New York, NY 10004

Vice Chairman: Juan Torres

Address: 55 Broad Street, 25th Floor, New York, NY 10004

Director: Darryl E. Wash

Address: 55 Broad Street, 25th Floor, New York, NY 10004

Director: Daniel Newirth

Address: 55 Broad Street, 25th Floor, New York, NY 10004

**B. OFFICERS**

President: Juan Torres

Address: 55 Broad Street, 25th Floor, New York, NY 10004

Vice President: N/A

Address: N/A

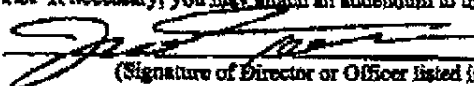
Secretary: Isaac J. Vaughn

Address: 650 Page Mill Road, Palo Alto, CA 94304-1050

Treasurer: N/A

Address: N/A

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Juan Torres, President

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

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TALLAHASSEE, FLORIDA

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PLATFORM 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 SIXTEENTH DAY OF DECEMBER, A.D. 2003.

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2817495

DATE: 12-16-03