

Division of Corporations

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Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

APPROVED
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03 DEC 18 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

Mosaica Education, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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DIVISION OF CORPORATIONS

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DB 12-18-08

**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. Mosaiqa Education, 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. 91-1759215
(FEI number, if applicable)
4. January, 15, 1997
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualifications
(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. 61 Broadway, Suite 2924, New York, NY 10006
(Principal office address)
Same As Above
(Current mailing address)
8. All legal purposes including educational 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: CT 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.

CT Corporation System

By: _____

(Registered agent's signature)

ANN LASKOWSKI
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.

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

A. DIRECTORS

Chairman: See attachment 12

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. Robert A. Hurwich

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

14. Robert A. Hurwich, Vice President & Secretary

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

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Attachment #2

-Directors and Officers

Directors

Dawn Eidelman
John Murphy
John Warner
Michael Connelly
Steve Clifford
Tom Keane

Officers

John Murphy-Chairman of the Board
Michael Connelly-President & Chief Executive Officer
Gene Eidelman-Chief Operating Officer
Rita Chapin-Executive VP
Al Dubin-Executive VP
Kevin McCarthy-Vice President & Chief financial Officer
Robert Hurwich-Vice President, Secretary & General Counsel
Charles Simpson-Vice President- Human Resource
Ron Rice-Controller

The addresses of the directors and officers are % Mosaica Education, Inc.,
61 Broadway, Suite 2924, New York NY 10008.

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The First State

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

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



2706837 8300

030815388

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2821191

DATE: 12-17-03