

Division of Corporations

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Florida Department of State
Division of Corporations
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MJH

To: 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

003-29077

00500-04099-00671

FOREIGN PROFIT QUALIFICATION

Cognitive Concepts, Inc.

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

03 DEC 22 PM 4:38
FILED
TALLAHASSEE FLORIDA

RECEIVED
03 DEC 22 PM 3:17
DIVISION OF CORPORATIONS

Electronic Filing Manual

Corporate Filing

Public Access System

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. Cognitive Concepts, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
2. IL 3. 36-4085986
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. 5/20/96 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Pursuant to a Voluntary Disclosure Agreement
(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. 990 GROVE ST. Ste 300 Evanston, IL 60201
(Principal office address)
990 GROVE ST., Ste 300, Evanston, IL 60201
(Current mailing address)
8. Sale of educational systems.
(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.

James M. Halpin
(Registered agent's signature)

James M. Halpin
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:

03 DEC 22 PM 4:39
TALLAHASSEE FLORIDA

A: DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Tam Streichenberger

Address: 222 Berkeley St.

Boston, MA 02116

Director: Paul D. Weaver

Address: 222 Berkeley St.

Boston, MA 02116

B. OFFICERS

President: Andrew S. Morrison

Address: 990 Grove St. Ste 300

Evanston, IL 60201

Vice President: James E. Holtzman, CFO

Address: 999 Grove St. Ste 300

Evanston, IL 60201

Secretary: Andrew S. Morrison

Address: 990 Grove St. Ste 300, Evanston, IL 60201

Treasurer: _____

Address: _____

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

13. X _____

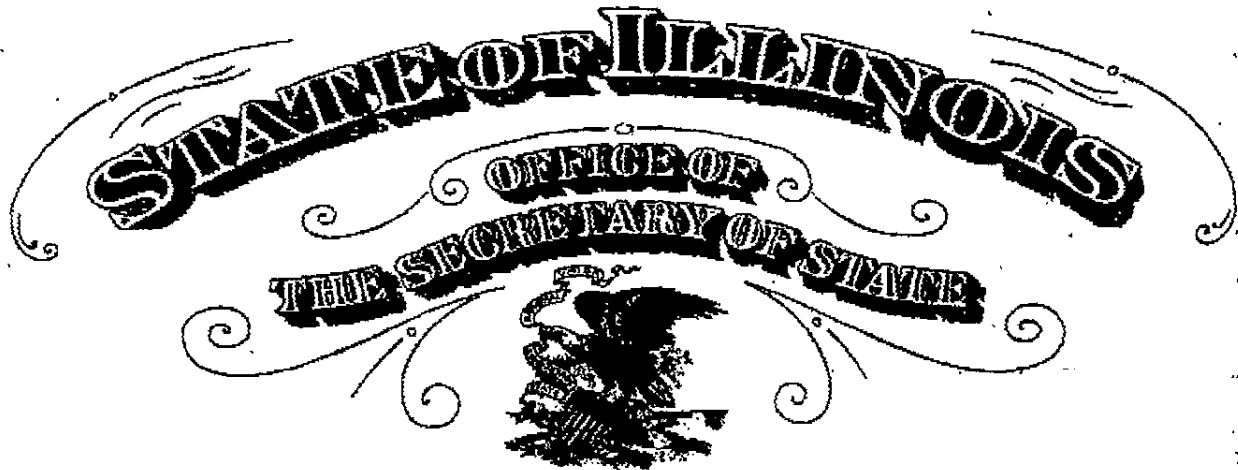
(Signature of Director or Officer listed in number 12 of the application)

14. James E. Holtzman, CFO

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

File Number

5888-009-4



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do

hereby certify that

COGNITIVE CONCEPTS, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE MAY 20, 1996, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



*In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 19TH
day of DECEMBER A.D. 2003*

Jesse White

SECRETARY OF STATE