

F040000000/25

Florida Department of State
Division of Corporations
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To: Division of Corporations
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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Alphasmart, Inc.

Certificate of Status	0
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Page Count	05
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TALLAHASSEE, FL 32310

JB
1004

**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. AlphaSmart, 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. 77-0298384
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 01/06/2002 5. Perpetual
(Date of incorporation) (Duration; Year corp. will cease to exist or "perpetual")
6. 01/08/2004
(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. 973 University Avenue, Los Gatos, CA 95032
(Principal office address)
- same
(Current mailing address)

8. See Attachment
(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/o 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, 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.

By: Donald H. Boadway Donald Boadway
(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.

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

A. DIRECTORS

Chairman: Ketan D. Kothari

Address: 973 University Avenue

Los Gatos, CA 95032

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

SEE ATTACHMENT

President: Manish D. Kothari

Address: 973 University Avenue

Los Gatos, CA 95032

Vice President: _____

Address: _____

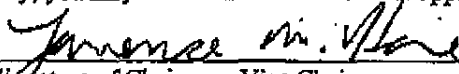
Secretary: Laurence M. Kane

Address: 973 University Avenue Los Gatos, CA 95032

Treasurer: James M. Walker

Address: 973 University Avenue Los Gatos, CA 95032

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. Laurence M. Kane, Secretary
(Typed or printed name and capacity of person signing application)

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STATE OF CALIFORNIA
FILING ASSISTANT

FILED AND

Attachment to Florida

Purpose Clause

Provider of computing devices, related software applications and peripheral hardware for the education market.

Officers & Directors

1. Full Name: Ketan D. Kothari
Officer/Director: Officer, Director
Officer's Title: Chief Executive Officer
Director's Title: Chairman
Business Address: 973 University Avenue
City: Los Gatos
State: CA
ZIP Code: 95032

2. Full Name: James M. Walker
Officer/Director: Officer
Officer's Title: Treasurer & CFO
Business Address: 973 University Avenue
City: Los Gatos
State: CA
ZIP Code: 95032

3. Full Name: Laurence M. Kane
Officer/Director: Officer
Officer's Title: Secretary
Business Address: 973 University Avenue
City: Los Gatos
State: CA
ZIP Code: 95032

4. Full Name: Manish D. Kothari
Officer/Director: Officer
Officer's Title: President
Business Address: 973 University Avenue
City: Los Gatos
State: CA
ZIP Code: 95032

SECRET
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALPEASMART, 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 SEVENTH DAY OF JANUARY, A.D. 2004.

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

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3490231 8300

AUTHENTICATION: 2854669

040010469

DATE: 01-07-04