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Florida Department of State
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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

FOREIGN PROFIT QUALIFICATION

Classroom Connect, Inc.

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DIVISION OF CORPORATIONS

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. Classroom Connect, 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. 95-4613282

(FBI number, if applicable)

4. January 9, 1997

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 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 617.155, F.S.)

7. 8000 Marina Boulevard, Fourth Floor, Brisbane, CA 94005

(Principal office address)

8000 Marina Boulevard, Fourth Floor, Brisbane, CA 94005

(Current mailing address)

8. Educational publisher/information provider.

(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 T 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.



(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: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED

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. Linda G. Bottoms
(Signature of Director or Officer listed in number 12 of the application)

14. Linda G. Bottoms, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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D and O Report
Classroom Connect, Inc.

Appointments Appointed person	Job Title	Work address
<u>Directors</u>		
Armour, Mark H.	Director	1-3 Strand, London, WC2N5JR, England
Fogarty, Kenneth E.	Director	275 Washington Street, Newton MA 02458, US
Fontaine, Charles P.	Director	275 Washington Street, Newton MA 02458, US
Horbaczewski, Henry Z.	Director	125 Park Avenue, 23rd Floor, New York NY 10017, US
<u>Officers</u>		
Bayers, William F.	Vice President and Secretary	275 Washington Street, Newton MA 02458, US
Bottoms, Linda G.	Assistant Secretary	1105 N. Market Street, Suite 912, Wilmington DE 19801, US
Bowler, James	President and CEO	8000 Marina Boulevard, Fourth Floor, Brisbane CA 94005, US
DeMarco, Michele L.	Assistant Treasurer	275 Washington Street, Newton MA 02458, US
Fogarty, Kenneth E.	Vice President-Financial Services and Treasurer	275 Washington Street, Newton MA 02458, US
Fontaine, Charles P.	Vice President-Tech, Assistant Treasurer and Assistant Secretary	275 Washington Street, Newton MA 02458, US
Fornica, Lynn M.	Assistant Treasurer	275 Washington Street, Newton MA 02458, US
Hadfield, Thomas J.	Vice President-Technology	8000 Marina Boulevard, Fourth Floor, Brisbane CA 94005, US
Horbaczewski, Henry Z.	Vice President and Assistant Secretary	125 Park Avenue, 23rd Floor, New York NY 10017, US
Hydock, James	Vice President-Business Operations	8000 Marina Boulevard, Fourth Floor, Brisbane CA 94005, US
Jackson, Ram	Vice President-Professional Development	8000 Marina Boulevard, Fourth Floor, Brisbane CA 94005, US
McGee, Julie A.	Chair	125 Park Avenue, 23rd Floor, New York NY 10017, US
Ray, Dana	Vice President-Human Resources	8000 Marina Boulevard, Fourth Floor, Brisbane, CA 94005, US
Rosendahl, Krislee	Vice President-Product Development	8000 Marina Boulevard, Fourth Floor, Brisbane, CA 94005, US
Simmonon, Renee	Vice President	1105 North Market Street, Wilmington DE 19801, US
Tel, Marilyn L.	Chief Financial Officer and Vice President-Finance	360 Park Avenue South, New York NY 10010, US

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLASSROOM CONNECT, 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 TWENTY-THIRD DAY OF MARCH, A.D. 2004.

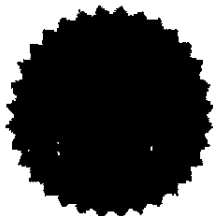
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3007171

DATE: 03-23-04