

03/28/2005 11:45 CORPDIRECT - 2050383

NO. 057 001

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

From: Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850)222-1173  
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DIVISION OF CORPORATIONS

0638.3630

**FOREIGN PROFIT QUALIFICATION**

**THINKLINK LEARNING, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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05 MAR 28 AM 9:52  
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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. ThinkLink Learning, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

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

2. Delaware 3. 62-1854595  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 27, 2000 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2424 21<sup>st</sup> Ave. South Suite 102, Nashville, TN 37212  
(Principal office address)

same  
(Current mailing address)

8. Provide education tools to K-12 schools  
(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 NOT acceptable)

Name: National Corporate Research, Ltd., Inc.

Office Address: 103 N. Meridian Street

Tallahassee, Florida 32301  
(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.

Ron Marie Cole  
(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:

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**A. DIRECTORS**Chairman: Joe B. WyattAddress: 2525 West End Ave. Suite 1430Nashville, TN

Treasurer

Vice Chairman: Camila BenbowAddress: Peabody 329, 230 Appleton PlaceNashville, TN 37203Director: Chris McKinneyAddress: 1207 17th Ave. South, Suite 105Nashville, TN 37212

Director:

Address:

**B. OFFICERS**President: Jacqueline B. ShragerAddress: 2424 21st Ave. South Suite 102Nashville, TN 37212Vice President: Hardin DanielAddress: 2424 21st Ave. South Suite 102Nashville, TN 37212

Secretary:

Address:

Treasurer:

Address:

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 13 of the application)

14. Hardin Daniel, Vice President

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

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# Delaware

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*The First State*

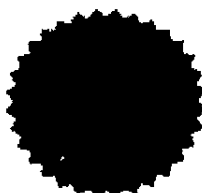
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THINKLINK LEARNING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2005.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THINKLINK LEARNING, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2000.

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

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05 MAR 28 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3769305

DATE: 03-28-05  
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