

F05000003171

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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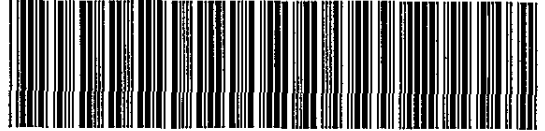
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Trinity Workplace Learning Corporation  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Attn: Deborah Terrell  
(Name of Person)

Trinity Workplace Learning Corporation  
(Firm/Company)

4101 International Parkway  
(Address)

Carrollton, TX 75007-1907  
(City/State and Zip code)

For further information concerning this matter, please call:

Deborah Terrell at 972-309-4907  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- |  |   |  |   |
|--|---|--|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee & Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee, Certificate of Status & Certified Copy |
|--|---|--|---|

**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. Trinity Workplace Learning Corporation**

(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. DE**

(State or country under the law of which it is incorporated)

**3. 20-2556798**

(FEI number, if applicable)

**4. 04/01/2005**

(Date of incorporation)

**5. Perpetual**

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

**6. April 01, 2005**

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

**7. Carrollton TX 75007-1907**

(Principal office address)

**4101 International Parkway, Carrollton, TX 75007-1907**

(Current mailing address)

**8. Broadcasts, Production, Education, News, Videos**

(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: **Corporation Service Company**

Office Address: **1201 Hays Street**

**Tallahassee**

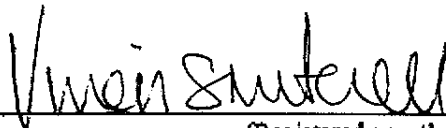
(City)

**, Florida 32301**

(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 LIST

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: SEE ATTACHED LIST

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. \_\_\_\_\_

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

14. Patrick Quinn, CFO / Executive VP

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

RECEIVED  
TALLAHASSEE, FL  
JUN 23 4:11:11

**Trinity Workplace Learning Corporation**  
**4101 International Pkwy**  
**Carrollton, TX 75007-1907**  
**972-309-4000**

<u>Name, Title and SS Number</u>	<u>Address</u>	<u>Term Expires</u>
William Joiner President / CEO	6224 Walling Lane Plano, TX 75093	When successor is elected and qualified.
Patrick Quinn Executive VP / CFO	18724 Everwood Ct Dallas, TX 75252	(same as above)

**Parent Company:**  
**Trinity Learning Corporation**  
**3685 Mt. Diablo Blvd, Suite 161**  
**Lafayette, CA 94549**  
**925-284-8025**

<u>Name, Title and SS Number</u>	<u>Address</u>	<u>Term Expires</u>
Richard Marino COO	4 Hastings Court Moraga, CA 94556	When successor is elected and qualified.
Doug Cole CEO / Director	1896 School Street Moraga, CA 94556	(same as above)
Edward Mooney President / Director	1503 Smokey Mountain Drive Petaluma, CA 94954	(same as above)
William Jobe Director	6654 Bradbury Court Ft. Worth, TX 76132	(same as above)
Rick Thau Director / Audit Committee Chair	2468 Sharon Oaks Drive Menlo Park, CA 94025	(same as above)
Arthur Kidson Director	P.O. Box 8008, Nahoon East London 5210, South Africa	(same as above)
Martin Steynberg Director	P.O. Box 10326 George, 6530 South Africa	(same as above)

**Registered Agent: Corporation Service Company**

May 4, 2005

# Delaware

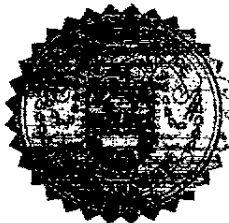
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRINITY WORKPLACE LEARNING CORPORATION" 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 TWELFTH DAY OF MAY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TRINITY WORKPLACE LEARNING CORPORATION" WAS INCORPORATED ON THE TWENTY-THIRD DAY OF MARCH, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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

AUTHENTICATION: 3874838

DATE: 05-12-05