

Division of Corporations

Page 1 of 1

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FOREIGN PROFIT QUALIFICATION

Intelligence Incorporated

| | |
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J. BRYAN JUL 14 2005

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.

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TALLAHASSEE, FLORIDA

1. Intelligence Incorporated
(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. Ohio 3. 20-2468246
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. March 7, 2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 26040 Detroit Road, Suite 7, Westlake, Ohio 44145
(Principal office address)

Same as above
(Current mailing address)

8. To provide cognitive skills training and supplemental educational services.
(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: 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.

CT Corporation System

By: *Cornio Bryan Special 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:

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A. DIRECTORS

Chairman: William A. Foley

Address: 26040 Detroit Road, Suite 7
Westlake, Ohio 44145

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Patricia K. Bates

Address: 26040 Detroit Road, Suite 7
Westlake, Ohio 44145

Vice President: _____

Address: _____

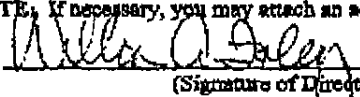
Secretary: _____

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. William A. Foley, Chairman
(Typed or printed name and capacity of person signing application)

**United States of America
State of Ohio
Office of the Secretary of State**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show INTELLIGENCE INCORPORATED, an Ohio corporation, Charter No. 1523743, having its principal location in Westlake, County of Cuyahoga, was incorporated on March 07, 2005 and is currently in GOOD STANDING upon the records of this office.

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*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 8th day of July, A.D. 2005*

J. Kenneth Blackwell

Ohio Secretary of State