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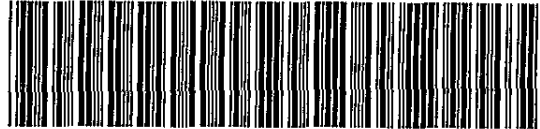
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TALLAHASSEE, FLORIDA

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Pace Learning Systems, Inc.

(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:

Melanie L. Morgan

(Name of Person)

Tanner & Guin, LLC

(Firm/Company)

P.O. Box 3206

(Address)

Tuscaloosa, AL 35403

(City/State and Zip code)

For further information concerning this matter, please call:

Melanie Morgan

(Name of Person)

at ( 205 ) 633-0213

(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:

☒ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &  
Certificate of Status

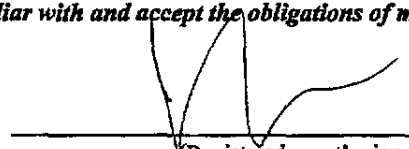
☐ \$78.75 Filing Fee &  
Certified Copy

☐ \$87.50 Filing Fee,  
Certificate of Status &  
Certified Copy

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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. Pace Learning Systems, 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. Alabama 3. 63-0736265  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/17/1977 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. 3710 Resource Drive, Tuscaloosa, Alabama 35401-7059  
(Principal office address)  
  
3710 Resource Drive, Tuscaloosa, Alabama 35401-7059  
(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 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.*  
  
  
\_\_\_\_\_  
(Registered agent's signature)  
  
Jennifer F. Aultman  
Special Assistant Secretary
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: John M. McKee

Address: 3710 Resource Drive, Tuscaloosa, Alabama 35401-7059

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

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

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

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

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

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

**B. OFFICERS**

President: Susan P. McKee

Address: 3710 Resource Drive, Tuscaloosa, Alabama 35401-7059

Vice President: Richard M. McKee

Address: 3710 Resource Drive, Tuscaloosa, Alabama 35401-7059

Secretary: John M. McKee

Address: 3710 Resource Drive, Tuscaloosa, Alabama 35401-7059

Treasurer: John M. McKee

Address: 3710 Resource Drive, Tuscaloosa, Alabama 35401-7059

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Susan P. McKee* *John M. McKee*

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

14. Susan P. McKee, President John M. McKee, Chairman, Secretary

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

Purpose of Pace Learning Systems, Inc.

The corporation is organized for the purpose of carrying on any and all business, trade and activity in the fields of education, training, learning processes, behavioral sciences, and related disciplines. These activities shall include (but not be limited to) the research, development, marketing, management, supervision, design and implementation of products, concepts, and systems related to the educational and learning process. This purpose shall also include the conduct of any business or activity involving consultation, training, the development and improvement of vocational, academic, intellectual and social skills, and the assessment of those factors; and for conducting any and all other lawful activities and business whatsoever.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Nancy L. Worley  
Secretary of State

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporation records on file in this office disclose that Pace Learning Systems, Incorporated incorporated in Tuscaloosa County, Tuscaloosa, Alabama on October 17, 1977. I further certify that the records do not disclose that said Pace Learning Systems, Incorporated has been dissolved.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

June 27, 2005

Date

A handwritten signature in cursive script, appearing to read 'Nancy L. Worley', written over a horizontal line.

Nancy L. Worley

Secretary of State