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Division of Corporations

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Grantham Education Corporation

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 JUL 19 A 9:29

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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. Grantham Education 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. Delaware

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

3. Applied For

(FBI number, if applicable)

4. May 10, 2005

(Date of incorporation)

5. Perpetual

(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. 2101 Wilson Boulevard, Suite 110, Arlington, Virginia 22201

(Principal office address)

2101 Wilson Boulevard, Suite 110, Arlington, Virginia 22201

(Current mailing address)

8. Holding Company

(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.

Mark S. Eppley
Assistant Vice-President
and Secretary



(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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FLORIDA

A. DIRECTORS

Chairman: See attached sheet.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached sheet.

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. Eric F. Horvitz 7/8/05

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

14. Eric F. Horvitz, Assistant Secretary

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

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TALLAHASSEE, FLORIDA

Names and Addresses of Directors and Officers
of
Grantham Education Corporation
(a Delaware corporation)

Directors

<u>Name</u>	<u>Business Address</u>
A. Scott Andrews	2101 Wilson Boulevard, Suite 110 Arlington, VA 22201
J. Robert Dickens	2101 Wilson Boulevard, Suite 110 Arlington, VA 22201
Joseph Eash, III	2101 Wilson Boulevard, Suite 110 Arlington, VA 22201
Thomas M. Macon	2101 Wilson Boulevard, Suite 110 Arlington, VA 22201
Herbert Rabin	9302 Lee Highway, Suite 1100 Fairfax, VA 22031
E. Christian Stengel	2101 Wilson Boulevard, Suite 110 Arlington, VA 22201

Officers

<u>Name and Title</u>	<u>Business Address</u>
Thomas M. Macon, President	2101 Wilson Boulevard, Suite 110 Arlington, VA 22201
Ronald W. Johnston, Treasurer	2101 Wilson Boulevard, Suite 110 Arlington, VA 22201
John R. Ferris, Secretary	2101 Wilson Boulevard, Suite 110 Arlington, VA 22201
John F. McCarthy, Assistant Secretary	2101 Wilson Boulevard, Suite 110 Arlington, VA 22201
Eric F. Horvitz, Assistant Secretary	9302 Lee Highway, Suite 1100 Fairfax, VA 22031

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FROM-CORPORATION TRUST WILM. TEAM #2

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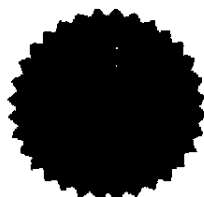
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRANTHAM EDUCATION 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 NINETEENTH DAY OF JULY, A.D. 2005.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DATE: 07-19-05