

File 0000000175

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2006 JAN 10 AM 10:15
SECRETARY OF STATE
ALBUQUERQUE, NEW MEXICO

File 0000000175
JL



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 6, 2005

ANN LATIA
8000 W. 78TH STREET, SUITE 200
EDINA, MN 55439

SUBJECT: WILSON LEARNING WORLDWIDE, INC.
Ref. Number: W05000053821

We have received your document for WILSON LEARNING WORLDWIDE, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2,300.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 705A00070572

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 JAN 10 AM 10:15

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Wilson Learning Worldwide, 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:

Ann Latia

(Name of Person)

Wilson Learning Corporation

(Firm/Company)

8000 W. 78th Street, Suite 200

(Address)

Edina, MN 55439

(City/State and Zip code)

For further information concerning this matter, please call:

Ann Latia

(Name of Person)

at (952) 828-8734

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

SECRETARY OF STATE
TALLAHASSEE, FL 32301

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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. Wilson Learning Worldwide, 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. Delaware

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

3. 41-1689420

(FEI number, if applicable)

4. January 23, 1991

(Date of incorporation)

5. Perpetual

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

6. January 1, 2003

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

7. 8000 W. 78th Street, Suite 200, Edina, MN 55439

(Principal office address)

8000 W. 78th Street, Suite 200, Edina, MN 55439

(Current mailing address)

8. Development and marketing of human performance improvement programs.

(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 S. Pine Island Road

Plantation

(City)

, Florida 33324

(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.



M.C. Summer PaVon
Assistant 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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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Shozo Mori

Address: 25F Triton Square Tower X, 1-8-10 Harumi, Chuo-ku,
104-6026, Tokyo, Japan

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Hiroki Iizuka

Address: 8000 W. 78th Street, Suite 200
Edina, MN 55439

Vice President: David Yesford

Address: Lucien Pointe Suite 150, 258 Southhall Lane
Maitland, FL 32751

Secretary: Hiroki Iizuka

Address: 8000 W. 78th Street, Suite 200, Edina, MN 55439

Treasurer: Hiroji Hasegawa

Address: 25F Triton Square Tower X, 1-8-10 Harumi, Chuo-ku, 104-6026 Tokyo

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. David Yesford, Vice President

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

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Additional Officers

Vice President: Mitsuyoshi Matsuno
25F Triton Square Tower X
1-8-10 Harumi, Chuo-ku
104-6026, Tokyo Japan

Vice President: Fumio Hirose
8000 W. 78th Street, Suite 200
Edina, MN 55439

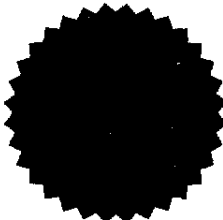
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WILSON LEARNING WORLDWIDE 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-FIRST DAY OF NOVEMBER, A.D. 2005.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2252837 8300

AUTHENTICATION: 4309980

050928004

DATE: 11-21-05