



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 163989 5155729
AUTHORIZATION : *[Handwritten Signature]*
COST LIMIT : \$ 70.00

ORDER DATE : June 8, 2006
ORDER TIME : 9:35 AM
ORDER NO. : 163989-005
CUSTOMER NO: 5155729

FOREIGN FILINGS

NAME: CONVERGYS LEARNING SOLUTIONS
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris -- EXT# 2937

EXAMINER: _____

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. Convergys Learning Solutions 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 3. 94-3244366
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11-2-99 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 201 East Fourth Street, Cincinnati, OH 45202
(Principal office address)

Same
(Current mailing address)

8. Software development and learning solutions
(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, Florida 32301
(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.

Corporation Service Company

By: Cynthia L. Harris
(Registered agent's signature)

Cynthia L. Harris
as its agent

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:

FILED
06 JUN -9 PM 12: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

06 JUN -9 PM 12: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: William H. Hawkins II

Address: 201 East Fourth Street

Cincinnati, OH 45202

Director: _____

Address: _____

B. OFFICERS

President: Karen Bowman

Address: 201 East Fourth Street

Cincinnati, OH 45202

Vice President: William H. Hawkins II

Address: 201 East Fourth Street

Cincinnati, OH 45202


Secretary: _____

Address: _____

Treasurer: Michael Jones

Address: 201 East Fourth Street, Cincinnati, OH 45202

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 H. Hawkins II, Director/Vice President

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

Delaware

PAGE 1

The First State

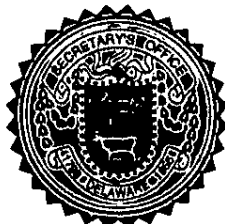
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONVERGYS LEARNING SOLUTIONS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF JUNE, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CONVERGYS LEARNING SOLUTIONS INC." WAS INCORPORATED ON THE SECOND DAY OF NOVEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
06 JUN -9 PM 12: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3119692 8300

AUTHENTICATION: 4807232

060553041

DATE: 06-08-06