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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton SEP 26 2006

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Cambridge College, Inc.
(Name of Corporation – must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Arlene L. Lieberman, General Counsel
(Name of Person)

Cambridge College, Inc.
(Firm/Company)

1000 Massachusetts Avenue

(Address)

Cambridge, MA 02138
(City/State and Zip Code)

For further information concerning this matter, please call:

Arlene L. Lieberman at (617) 873-0675
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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



Cambridge College

September 15, 2006

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Cambridge College - Application to Conduct Affairs in Florida

Dear Sir or Madam:

Enclosed for filing, please find the following:

1. Completed Cover letter Form
2. Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida;
3. Check No. 126861 for \$70.00 dated September 1, 2006
4. Names and address of officers and/or directors
5. Continuation sheets of officers and directors
6. September 5, 2006 Cambridge College Certificate of Legal Existence by the Secretary of the Commonwealth of Massachusetts

Please contact me with any questions at 617-873-0675 or
arlene.lieberman@cambridgecollege.edu.

Thank you for your attention in this matter.

Sincerely,

Arlene L. Lieberman

Enclosures

cc: Dr. Ezat Parnia, Executive Vice President
Eva K. Hackett, CT Corporation



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 21, 2006

ARLENE L LIEBERMAN, GENERAL COUNSEL
CAMBRIDGE COLLEGE, INC.
1000 MASSACHUSETTS AVE
CAMBRIDGE, MA 02138

SUBJECT: CAMBRIDGE COLLEGE, INC.
Ref. Number: W06000041537

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

06 SEP 26 PM 12:29

RECEIVED

We have received your document for CAMBRIDGE COLLEGE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The certificate of existence must be issued within the last 90 days by the Secretary of State which has custody of the records in the jurisdiction under the laws of which the above listed entity is incorporated/organized.

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) 245-6855.

Tammy Hampton
Document Specialist

Letter Number: 206A00056568

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO
CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN
THE STATE OF FLORIDA:*

1. Cambridge College, Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Commonwealth of Massachusetts 3. 510163080
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 24, 1974 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. not applicable
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)
7. 1000 Massachusetts Avenue, Cambridge, MA 02138
(Principal office address)

1000 Massachusetts Avenue, Cambridge, MA 02138
(Current mailing address)
8. To conduct educational programs at the undergraduate, graduate and professional
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) levels
9. Name and street address of Florida registered agent: (P.O. Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip Code)

2006 SEP 26 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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.

C T Corporation System

Kristen Betzger
Vice President


(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Jonathan Z. Larsen

Address: 565 West End Avenue, Apt. 11A, New York, New York 10024

Vice Chairman: Carol Lazarus

Address: 304 School St., Watertown, MA 02472

Director: Betsey Ansin

Address: 975 Memorial Drive, #606, Cambridge, MA 02138

Director: Pedro Arce

Address: 566 Osgood St., North Andover, MA 01845

B. OFFICERS

President: Mahesh C. Sharma, President

Address: Cambridge College, 1000 Massachusetts Avenue, Cambridge, MA 02138

Vice President: Ezat Parnia, Executive Vice President

Address: Cambridge College, 1000 Massachusetts Avenue, Cambridge, MA 02138

Secretary: John K. Dineen

Address: Nutter, McClennen & Fish, 155 Seaport Blvd., Boston, MA 02210

Treasurer: K. Dun Gifford

Address: Oldways Preservation & Exchange Trust, 266 Beacon St., Boston, MA 02116

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

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. President, Cambridge College Mahesh C. Sharma, President

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

2006 SEP 26 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Last Name	First Name	Title	Ther Name	Job Title	Company	Address1	Address2	City	State	Phone Code
Astin	Betsy	Ms.	Betsy			975 Memorial Drive	#606	Cambridge	MA	02138
Beard	Pedro L.	Mr.	Pedro			566 Osgood Street		North Andover	MA	01845
Bolling	Vivian C.	Ms.	Vivian			66 Prospect Hill Road		Lexington	MA	02421
Brown	Bruce C.	Hon.	Bruce	Executive Director	Massachusetts Alliance for	143 South Street	4th Floor	Boston	MA	02111
Burnan-Gord	Eileen Moran	Ms.	Eileen	Chancellor	Cambridge College	1000 Massachusetts Avenue		Cambridge	MA	02138
Chai	Allison	Ms.	Allison			20 Chapel Street	Unit C 601	Brookline	MA	02446
Cheravian	Ling	Ms.	Ling	President & Chief Operating Officer	Jenzabar, Inc.	5 Cambridge Center, 11th Floor		Cambridge	MA	02142
Cohen	Gerald	Mr.	Gerald	Executive Director	Year Up	93 Summer Street	5th Floor	Boston	MA	02110
Cohen	Allan	Mr.	Allan			541 Franklin Street		Cambridge	MA	02139
Davis	Don	Dr.	Don			41 Pleasant Street		Marblehead	MA	01945
Desmond	Derek	Mr.	Derek	Attorney at Law	Nutter, McClellan & Fish, LLP	World Trade Center West	155 Seaport Boulevard	Boston	MA	02210-2604
Dincen	Charles	Dr.	Charles	Vice President	Trefler Foundation	233 Needham Street	Suite 300	Newton	MA	02464
Dodson	John K.	Mr.	John	Attorney at Law	Nutter, McClellan & Fish, LLP	World Trade Center West	155 Seaport Boulevard	Boston	MA	02210-2604
Dulaney	Stephanie	Ms.	Stephanie			27 Wood Ridge Road		Weston	MA	02493
Dulaney	Peggy	Dr.	Peggy			30 Rockefeller Plaza	Room 5600	New York	NY	10112
Fink	Norma	Ms.	Norma			50 Beaumont Avenue		Newtonville	MA	02460
Gifford	K. Dun	Mr.	Dun	President	Oldways Preservation & Exp	266 Beacon Street		Boston	MA	02116-1224
Goldsmith	Joan	Ms.	Joan			2411 Eighth Street		Santa Monica	CA	90405
Handman	Raymond L.	Mr.	Ray	Senior Advisor	The Atlantic Philanthropies	125 Park Avenue	21st Floor	New York	NY	10017-5581
Honer	Ronald A.	Mr.	Ron		Access Capital Strategies, LLC	124 Mr. Auburn Street	Suite 200N	Cambridge	MA	02138
Hoon	Shelley	Ms.	Shelley	President	Hoon Companies, Inc.	1960-1964 Washington Street		Boston	MA	02118-3219
Hoyte	James S.	Mr.	James	Assistant to the President	Harvard University	935 Holyoke Center	1350 Massachusetts Avenue	Cambridge	MA	02138
Ifill	Susan M.	Ms.	Susan	Senior Vice President	Market Manager, Premier Bank of America	750 Walnut Avenue	NI6-502-01-30	Cambridge	MA	02138
Isaacson	Consuelo	Ms.	Consuelo			81 Washington Avenue		Cambridge	MA	02140
Jarquín	René	Mr.	René	Portfolio Manager	Mellon Private Wealth Management	One Boston Place		Boston	MA	02108
Larsen	Jonathan Z.	Mr.	Jon			565 West End Avenue	Apartment 11A	New York	NY	10024
Lazarus	Carol	Ms.	Carol			304 School Street		Waretown	MA	02472
Loeb	Virginia	Ms.	Ginny			21 Bates Street		Cambridge	MA	02140
McCormack	Elizabeth	Dr.	Elizabeth			Room 5600	30 Rockefeller Plaza	New York	NY	10112
Percz	Anne	Ms.	Anne			172 Lexington Avenue		Cambridge	MA	02138
Rainsford	Bettis	Mr.	Bettis	President	Rainsford Development Corp	P.O. Box 388		Edgefield	SC	29824
Rothenberg	Susan	Ms.	Susan			173 Otis Street		Newton	MA	02465
Ryan	Katherine	Ms.	Katherine			25 Craigie Street		Cambridge	MA	02138
Sharma	Maresh	Mr.	Maresh	President	Cambridge College	1000 Massachusetts Avenue		Cambridge	MA	02138
Trefler	Pamela	Ms.	Pam	Trustee	Trefler Foundation	233 Needham Street	Suite 300	Newton	MA	02464
Whilla	Janet	Ms.	Janet	President & CEO	Education Development Center	53 Chapel Street		Newton	MA	02458-1060
Wilson	Leon E.	Mr.	Leon			47 Old Farm Road		Milton	MA	02186
Wilson	Blenda	Dr.	Blenda	President & CEO	Nellie Mae Foundation	1750 Hancock Street	Suite 205N	Quincy	MA	02169-4331



The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

September 5, 2006

TO WHOM IT MAY CONCERN:

I hereby certify that according to records in this office, INSTITUTE OF OPEN EDUCATION, INC. was incorporated under the General Laws of this Commonwealth on May 24, 1974. (Chapter 180)

I further certify that by Articles of Amendment filed here March 12, 1981, the name of said corporation was changed to CAMBRIDGE COLLEGE/INSTITUTE OF OPEN EDUCATION, INC.

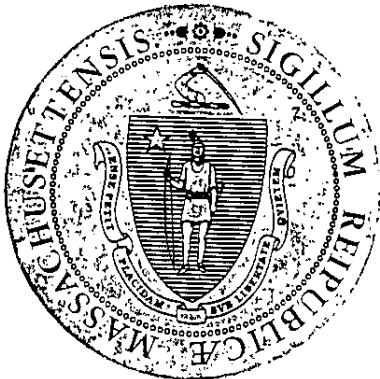
I also certify that by Articles of Amendment filed here January 10, 1986, the name of said corporation was changed to CAMBRIDGE COLLEGE, INC.

I further certify that Restated Articles of Organization of the corporation were filed here pursuant to General Laws, Chapter 180, Section 7, on January 5, 1996, and that from and after the effective date thereof, the Restated Articles of Organization shall be deemed for all purposes to have superseded the original Articles of Organization and amendments and shall constitute the Articles of Organization of the corporation.

I also certify that the following amendments to the Restated Articles of Organization appear of record here, namely:

Articles of Amendment	Filed	March	10, 2000
Articles of Amendment	Filed	March	4, 2002
Articles of Amendment	Filed	October	26, 3005

I further certify that no other amendments to the Restated Articles of Organization appear of record here and said corporation still has legal existence.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth