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FOREIGN PROFIT/NONPROFIT CORPORATION

The Learning Edge North Ameica, Inc.

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TALLAHASSEE, FLORIDA

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July 17, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SUBJECT: THE LEARNING EDGE NORTH AMERICA, INC.
REF: W07000034043

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P.O BOX 6327 - Tallahassee, Florida 32314

**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. The Learning Edge North America, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 98-0515688
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. December 5, 2006 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. February 19, 2007
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 245 First Street, Riverview II, 18th Floor, Cambridge, MA 02142
(Principal office address)

Same as above
(Current mailing address)

8. Licensing and distribution of software; to engage in any business or activities related thereto or useful in connection
therewith; and to otherwise engage in any lawful act or activity that it deems desirable.
(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: C T 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.

By: Kristen Betzger Kristen Betzger
(Registered agent's signature) Vice President

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: See attached list.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list.

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

14. Gregory J. Ploussios, Asst. Secretary
(Typed or printed name and capacity of person signing application)

THE LEARNING EDGE NORTH AMERICA, INC.

Application by Foreign Corporation for Authorization to Transact Business in Florida

A. Directors

Name	Address
Michael Anthony Nermut	10 Nicholas Drive, Sandy Bay, Tasmania 7005 Australia
Jim Zachariah Kurian	69 Lindhill Avenue, Geilston Bay, Tasmania 7015 Australia
Peter Wayne Croger	9 Boughton Avenue, Mount Nelson, Tasmania 7007 Australia
James Andrew Robinson	27 Shepherd Street, Sandy Bay, Tasmania 7005 Australia

B. Officers

Title	Name	Address
CEO	Robert Allan Cupitt	4 Joyce Avenue, Oakleigh South, Melbourne 3167 Victoria, Australia
President	Michael Anthony Nermut	10 Nicholas Drive, Sandy Bay, Tasmania 7005 Australia
Treasurer and Secretary	James Andrew Robinson	27 Shepherd Street, Sandy Bay, Tasmania 7005 Australia
Assistant Secretary	Gregory J. Ploussios	111 Huntington Avenue, Boston, MA 02199-7613

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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 "THE LEARNING EDGE NORTH AMERICA, 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 TWELFTH DAY OF JULY, A.D. 2007.

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

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

4252537 0300

070809010



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5837474

DATE: 07-12-07