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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

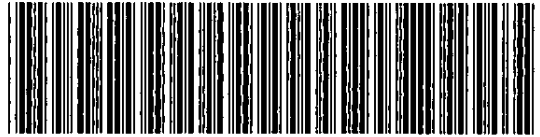
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TALLAHASSEE, FLORIDA

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Sgt

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** SMARTHINKING, 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:

LORETTA CASTALDI

(Name of Person)

SMARTHINKING, Inc

(Firm/Company)

1900 L ST. NW #301

(Address)

WASHINGTON DC 20036

(City/State and Zip code)

For further information concerning this matter, please call:

LORETTA CASTALDI

(Name of Person)

at (202) 543-5034 X211

(Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

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

**MAILING ADDRESS:**

New Filing 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

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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. SMARTHINKING, 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. 52-2180596  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. JULY 1999 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. JANUARY 2008  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 1900 L ST NW # 301, WASHINGTON DC 20036  
(Principal office address)
- SAME  
(Current mailing address)
8. ANY LAWFUL BUSINESS, TO PROMOTE LAWFUL PURPOSE & TO ENGAGE IN LAWFUL  
ACTIVITY. ONLINE TUTORING & ACADEMIC SUPPORT  
(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: CYNTHIA HEWITT
- Office Address: 4253 WILLOW BAY DR  
WINTER GARDEN, Florida 34787  
(City) (Zip code)

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**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.

Cynthia Hewitt  
(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:

**A. DIRECTORS**

Chairman: See attached addendum

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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**B. OFFICERS**

President: See attached addendum

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. L CASTALDI VP

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

Addendum to Application by Foreign Corporation For Authorization To Transact Business in Florida

Directors:

Turner B. Smith, Jr.  
SMARTHINKING, Inc  
1900 L St. NW #301  
Washington, DC 20036

John O'Connor  
Collier Investments LLC  
3425 Peachtree Pkwy, #D-302  
Suwanee, GA 30024

Gina Dubbe  
Steve Walker & Associates  
3060 Washington Rd Suite 200  
Glenwood, MD 21738

Ron Mahan  
Collier Investments LLC  
3003 Tamiami Trail N. #400  
Naples, FL 34103

Officers:

Turner B. Smith, Jr.  
SMARTHINKING, Inc  
1900 L St. NW #301  
Washington, DC 20036

Charles Kleiner  
SMARTHINKING, Inc  
1900 L St. NW #301  
Washington, DC 20036

Loretta Castaldi  
1900 L St. NW #301  
Washington, DC 20036

Christa Ehmann Powers  
1900 L St. NW #301  
Washington, DC 20036

Charles Felmeister  
1900 L St. NW #301  
Washington, DC 20036

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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 "SMARTHINKING, 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 THIRD DAY OF NOVEMBER, A.D. 2007.

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TALLAHASSEE, FLORIDA



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6130599

DATE: 11-03-07