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(City/State/Zip/Phone #)

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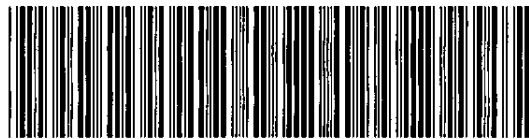
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-13-08
21



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 559838 4807453

AUTHORIZATION :

[Signature]

COST LIMIT : \$ 70.00

ORDER DATE : May 6, 2008

ORDER TIME : 3:47 PM

ORDER NO. : 559838-010

CUSTOMER NO: 4807453

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2008 MAY 12 A 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: CONSORTIUM ON READING
EXCELLENCE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake -- EXT# 2959

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. Consortium on Reading Excellence, 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. California

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

3. 94-3264308

(FEI number, if applicable)

4. 1/29/1997

(Date of incorporation)

5. Perpetual

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

6. 6/5/06

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

7. 2560 Ninth Street, Suite 220, Berkeley, CA 94710

(Principal office address)

2560 Ninth Street, Suite 220, Berkeley, CA 94710

(Current mailing address)

8. Developing and providing education and literacy 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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(City)

(Zip code)

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TALLAHASSEE, FLORIDA

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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.

Corporation Service Company

By: Marie J. Buehly ASST VP

(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Louis Honig

Address: 2560 Ninth Street, Suite 220, Berkeley, CA 94710

Vice Chairman: Catherine Honig

Address: 2560 Ninth Street, Suite 220, Berkeley, CA 94710

Director: Linda Diamond

Address: 2560 Ninth Street, Suite 220, Berkeley, CA 94710

Director: Benjamin Anixter

Address: 2560 Ninth Street, Suite 220, Berkeley, CA 94710

B. OFFICERS

President: Louis Honig

Address: 2560 Ninth Street, Suite 220, Berkeley, CA 94710

Vice President: _____

Address: _____

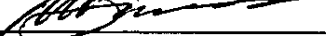
Secretary: Mark Simmons

Address: 2560 Ninth Street, Suite 220, Berkeley, CA 94710

Treasurer: Mark Simmons

Address: 2560 Ninth Street, Suite 220, Berkeley, CA 94710

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. Mark Simmons, Treasurer and Chief Operating Officer
(Typed or printed name and capacity of person signing application)

State of California
Secretary of State

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That on the **29th day of January, 1997, CONSORTIUM ON READING EXCELLENCE, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great Seal
of the State of California this day of
May 7, 2008.



Debra Bowen

DEBRA BOWEN
Secretary of State

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