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Florida Department of State
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TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

D2L Ltd. db in FL as D2L Ltd. Inc.

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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. D2L LTD.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

D2L LTD. INC.

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

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

3. 88-0464830
(FEI number, if applicable)

4. MARCH 15, 2007
(Date of incorporation)

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

6. UPON REGISTRATION

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

7. 715 ST. PAUL STREET BALTIMORE, MD 21202
(Principal office address)

715 ST. PAUL STREET BALTIMORE, MD 21202
(Current mailing address)

8. PROVISION OF ON-LINE TEACHING & LEARNING SERVICES AND ALL ACTIVITIES RELATED THERETO

(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: **HIQ CORPORATE SERVICES, INC.**

Office Address: **1574 VILLAGE SQUARE BLVD S-100**

TALLAHASSEE

(City)

Florida 32309

(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.

HIQ CORPORATE SERVICES, INC.

(Registered agent's signature)

**JAMES C. STROTT, JR., PRES
HIQ CORPORATE SERVICES**

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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AND
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09 JAN 30 AM 10:16
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

UCC SERVICES

Fax:8506816011

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Jan 30 2009 15:30 P.03

29/01/2009 10:55 HIQ Corporate Services

09 JAN 30 2009 (FAX) 10 752 2808

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: JOHN BAKER (SOLE DIRECTOR)

Address: 305 KING STREET WEST S-200

KITCHNER-WATERLOO ONTARIO CANADA N2G 1B9

Director: _____

Address: _____

B. OFFICERS

President: JOHN BAKER

Address: 305 KING STREET WEST, S-200 KITCHNER-WATERLOO ONTARIO CANADA N2G 1B9

Vice President: _____

Address: _____

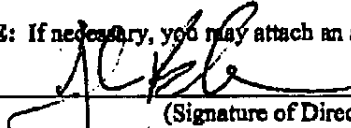
Secretary: WILLIAM TRICK

Address: 305 KING STREET WEST, S-200 KITCHNER-WATERLOO ONTARIO CANADA N2G 1B9

Treasurer: WILLIAM TRICK

Address: 305 KING STREET WEST, S-200 KITCHNER-WATERLOO ONTARIO CANADA N2G 1B9

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. JOHN BAKER, President (Typed or printed name and capacity of person signing application)



STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT D2L LTD IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JANUARY 28, 2009.



Paul B. Anderson
Charter Division



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TALLAHASSEE, FLORIDA

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