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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
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FOREIGN PROFIT/NONPROFIT CORPORATION

Voyager Expanded Learning, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

J. Shivers MAY 28 2009

**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. Voyager Expanded Learning, 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. 38-3724764
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/10/2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 1800 Valley View Drive, Suite 400, Dallas, TX 75234
(Principal office address)

same
(Current mailing address)

8. Provide math and science curriculum to the K-12 education markets
(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.

C T Corporation System

By: 
(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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TALLAHASSEE FLORIDA

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

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE FLORIDA

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

13. Todd W. Buchardt
(Signature of Director or Officer listed in number 12 of the application)

14. Todd W. Buchardt, Vice President
(Typed or printed name and capacity of person signing application)

VOYAGER EXPANDED LEARNING, INC.

LIST OF DIRECTORS AND OFFICERS

Title	Name	Business Address
Director and President	Ronald Klausner	1800 Valley View Drive, Suite 400, One Hickory Centre, Dallas, TX 75234
Director and Vice President	Richard Surratt	1800 Valley View Drive, Suite 400, One Hickory Centre, Dallas, TX 75234
Director, Vice President and Secretary	Todd W. Buchardt	1800 Valley View Drive, Suite 400, One Hickory Centre, Dallas, TX 75234
Vice President and Chief Operating Officer	John Campbell	1800 Valley View Drive, Suite 400, One Hickory Centre, Dallas, TX 75234
Vice President, Chief Financial Officer and Assistant Secretary	Brad Almond	1800 Valley View Drive, Suite 400, One Hickory Centre, Dallas, TX 75234
Vice President and Treasurer	John Koehler	1800 Valley View Drive, Suite 400, One Hickory Centre, Dallas, TX 75234
Controller	Barbara Benson	1800 Valley View Drive, Suite 400, One Hickory Centre, Dallas, TX 75234
Assistant Treasurer	Deck Penn	1800 Valley View Drive, Suite 400, One Hickory Centre, Dallas, TX 75234

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TALLAHASSEE, FLORIDA

Delaware

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The First State

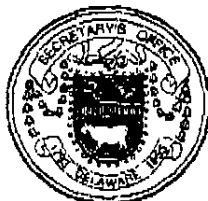
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VOYAGER EXPANDED LEARNING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF MAY, A.D. 2009.

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.

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TALLAHASSEE, FLORIDA



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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7311391

DATE: 05-19-09