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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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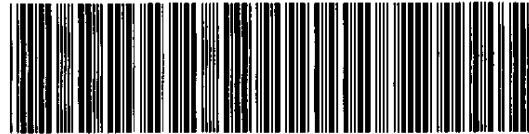
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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1/11

## COVER LETTER

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

**SUBJECT:** CompassLearning 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," or "Certificate of Good Standing" 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:

Archana Choubal

Name of Person

CompassLearning Inc

Firm/Company

203 Colorado Street

Address

Austin, TX - 78701

City/State and Zip code

cpate@compasslearning.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Chip Pate at ( 512 ) 492-6148

Name of Person

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:

- |  |  |   |   |
|--|--|---|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,<br>Certificate of Status &<br>Certified Copy |
|--|--|---|---|

**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. CompassLearning 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. 27-1342439  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11-18-2009 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 2-2-2010  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 203 Colorado Street, Austin, TX - 78701  
(Principal office address)

203 Colorado Street, Austin, TX - 78701  
(Current mailing address)

8. Selling Educational Software 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: CT 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.*

Jane Zachritz  
(Registered agent's signature)

**Jane Zachritz**  
**Assistant Secretary**

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**

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Chairman: Michael Zawalski

Address: 2121 Rosecrans Ave., Suite 4325 El Segundo, CA 90245

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TALLAHASSEE, FLORIDA

Vice Chairman: No designation in organization

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

Director: Nicholas Kaiser

Address: 2121 Rosecrans Ave., Suite 4325 El Segundo, CA 90245

Director: No person designated

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

**B. OFFICERS**

President: Eric Loeffel

Address: 203 Colorado Street, Austin, TX - 78701

Vice President: No designation in organization

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

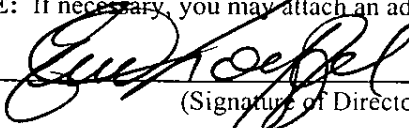
Secretary: Jonah Sulak

Address: 2121 Rosecrans Ave., Suite 4325 El Segundo, CA 90245

Treasurer: Robb Warwick

Address: 2121 Rosecrans Ave., Suite 4325 El Segundo, CA 90245

**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. Eric Loeffel, President

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

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CompassLearning, Inc. (27-1342439)  
203 Colorado St  
Austin, TX 78701

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Name	Title	Residential Address
Loeffel, Eric	President	3801 Meandering Creek Cove Austin, TX 78746
Sulak, Jonah	Secretary	2425 Frey Ave Venice, CA 90291
Warwick, Robb	Treasurer	12633 W Silverbrook St Boise, ID 83713-1441
Zawalski, Michael	Chairman	6151 Falcon Ln Morrison, CO 80465
Kaiser, Nicholas M	Director	2111 Huntington Ln, Unit B Redondo Beach, CA 90278

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CompassLearning, Inc. (27-1342439)  
203 Colorado St  
Austin, TX 78701

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**Current Officers**

NAME	TITLE	BUSINESS ADDRESS
ERIC LOEFFEL	PRESIDENT	203, Colorado Street, Austin, TX – 78701
RICHARD LEE CHAMBERS	CFO	203, Colorado Street, Austin, TX – 78701
RICARDO PEREZ	VP – SALES	203, Colorado Street, Austin, TX – 78701
ANN HENSON	VP- CURRICULUM & INSTRUCTION	203, Colorado Street, Austin, TX – 78701
QUANNAH HOPPER	VP- PROFESSIONAL DEVELOPMENT	4701 Highland Hills, Norman, OK - 73026

# Delaware

*The First State*

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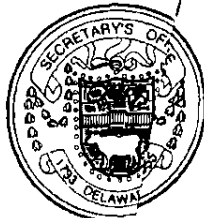
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMPASSLEARNING, 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 AUGUST, A.D. 2010.

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


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



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100796310

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8149390

DATE: 08-03-10