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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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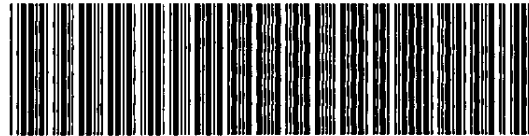
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

J. Shivers SEP 09 2010

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Atomic Learning, 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:

Alice Mueller
Name of Person
Atomic Learning, Inc.
Firm/Company
15088 22nd Ave NE
Address
Little Falls MN 56345
City/State and Zip code
amueller@atomiclearning.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Alice Mueller at (320) 612-631-5911
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:

- ☐ \$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. Atomic Learning, Inc.

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

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

2. Minnesota

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

3. 20-0573823

(FEI number, if applicable)

4. 12/22/2003

(Date of incorporation)

5. perpetual

(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. 15088 22nd Ave NE Little Falls MN 56345

(Principal office address)

15088 22nd Ave NE Little Falls MN 56345

(Current mailing address)

8. Sale of online access to professional development & technology training/tutori.
(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:

Jenna Papakalas

Office Address:

1724 Silhouette Dr.

Clermont

(City)

Florida

34711

(Zip code)

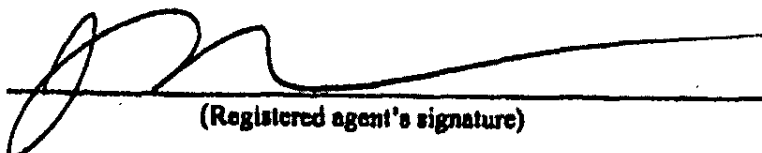
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10. Registered agent's acceptance:

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.



(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 list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list

Address: _____

Vice President: _____

Address: _____

Secretary: _____

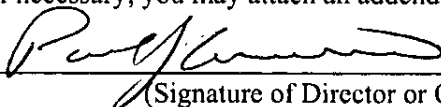
Address: _____

Treasurer: _____

Address: _____

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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. Paul J. Cameron CFO
(Typed or printed name and capacity of person signing application)

Atomic Learning, Inc.
15088 22nd Avenue NE
Little Falls, MN 56345

Federal ID# 20-0573823

Date of Incorporation December 22, 2003

Incorporated in the State of Minnesota

Officers

Name	Address	Title
Meyer Daniel J	16130 Birchwood Lane Brainerd MN	CEO
Barnett Lisa R.	11349 Leewood Lane East Gull Lake MN	COO
Cameron Paul J	12786 Terrace Lane Little Falls MN	CFO

Directors

Bauerly Richard L	1935 Primrose Rd NE Sauk Rapids MN
Meyer Daniel J	16130 Birchwood Lane Brainerd MN
Westerberg Brian L	14491 Oak Ridge Drive Little Falls MN
Bauerly-Kopel Michelle	8134 30th Street NE Sauk Rapids MN
Marsden Gary	6099 106th St Clear Lake MN
Kaus Paul	10272 182nd Street West Lakeville MN

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State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Atomic Learning, Inc.

Date Formed: 12/22/2003

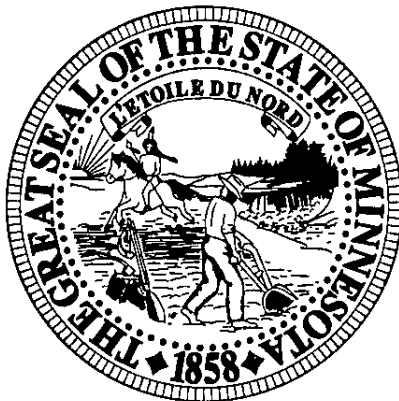
Chapter Governed By: 302A

This certificate has been issued on 07/07/10.

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TALLAHASSEE, FLORIDA

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Mark Ritchie
Secretary of State.