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## COVER LETTER

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

**SUBJECT:** The Learning Internet, 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:

Katie Carpenter

Name of Person

Learning.com

Firm/Company

1620 SW Taylor St, Suite 100

Address

Portland, OR 97205

City/State and Zip code

payroll@learning.com

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

For further information concerning this matter, please call:

Katie Carpenter

at ( 503 ) 517-4435

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

**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. The Learning Internet, Inc.

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

Learning.com

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

2. Oregon

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

3. 93-1276706

(FEI number, if applicable)

4. 9/3/1999

(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. 1620 SW Taylor St, Suite 100, Portland, OR 97205

(Principal office address)

1620 SW Taylor St, Suite 100, Portland, OR 97205

(Current mailing address)

8. web delivered curriculum and professional services

(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: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, Ste 4

Weston, Florida 33331

(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.*

NRAI Services, Inc.

by: Lindsey Klemencic

(Registered agent's signature)

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

**A. DIRECTORS**

Chairman: Shantanu Prakash

Address: 1211 Padma Towers-1, 5 Rajendra Place  
New Delhi 110008 INDIA

Vice Chairman: Clement Erbmman

Address: One South Wacker Drive, Suite 3900  
Chicago, IL 60606

Director: William Kelly, CEO

Address: 1620 SW Taylor St, Suite 100  
Portland, OR 97205

Director: Anita Kuetemeyer

Address: PO Box 1003  
Woodstock, IL 60098

**B. OFFICERS**

President: Candace Petersen, President and COO

Address: 1620 SW Taylor St, Suite 100  
land, OR 97205

Vice President: Clark Holmes, VP Finance & Administration

Address: 1620 SW Taylor St, Suite 100  
Portland, OR 97205

Secretary: STOEL RIVES, LLP

Address: 900 SW 5TH AVE, SUITE 2300, PORTLAND, OR 97204

Treasurer: \_\_\_\_\_

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

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

13. \_\_\_\_\_

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Clark Holmes, VP of Finance and Administration

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

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CERTIFICATE

# State of Oregon

OFFICE OF THE SECRETARY OF STATE  
Corporation Division

I, KATE BROWN, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

**THE LEARNING INTERNET, INC.**

was

incorporated

under the Oregon

**Business Corporation Act**

on

**September 3, 1999**

and is active on the records of the Corporation Division as of  
the date of this certificate.

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*In Testimony Whereof, I have hereunto set  
my hand and affixed hereto the Seal of the  
State of Oregon.*

KATE BROWN, Secretary of State

By Debra L. Virag

Debra L. Virag

October 19, 2010