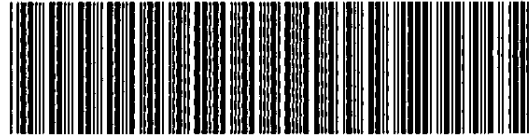


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

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PS 7/28/11

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Educate Online, 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:

Debra J. Markwitz
Name of Person
Educate Online, Inc.
Firm/Company
1001 Fleet Street
Address
Baltimore, MD 21202
City/State and Zip code
debra.markwitz@sylvanlearning.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Debra Markwitz at (410) 843-6634
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. Educate Online, 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. 26-0154703
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 05/07/2007 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Does not directly transact business in Florida
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1001 Fleet Street, Baltimore, MD 21202
(Principal office address)

1001 Fleet Street, Baltimore, MD 21202
(Current mailing address)

8. Member of LLC which provides 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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (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.

Allison Quigley
(Registered agent's signature)

Allison Quigley, Assistant VP

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Mats Lederhausen

Address: 36 South Washington Street, Suite 200

Hinsdale, IL 60521

Director: Darren Friedman

Address: 505 5th Avenue, 17th Floor

New York, NY 10017

B. OFFICERS

President: Joseph Olchefske

Address: 1001 Fleet Street

Baltimore, MD 21202

Vice President: David Blair

Address: 1001 Fleet Street

Baltimore, MD 21202

Secretary: C. Alan Schroeder

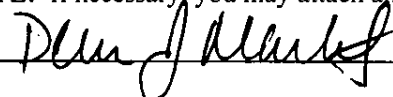
Address: 1001 Fleet Street, Baltimore, MD 21202

Treasurer: _____

Address: _____

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

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. Debra J. Markwitz, Assistant Secretary

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

Educate Online, Inc.

Additional Directors

Garrick Rice
1033 Skokie Boulevard, Suite 600
Northbrook, IL 60062

Jeffrey H. Cohen
1001 Fleet Street
Baltimore, MD 21202

Additional Officers

Jeffrey H. Cohen, CEO
1001 Fleet Street
Baltimore, MD 21202

John McAuliffe, CFO
1001 Fleet Street
Baltimore, MD 21202

Debra J. Markwitz, Assistant Secretary
1001 Fleet Street
Baltimore, MD 21202

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EDUCATE ONLINE, 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 TWENTY-FIFTH DAY OF JULY, A.D. 2011.

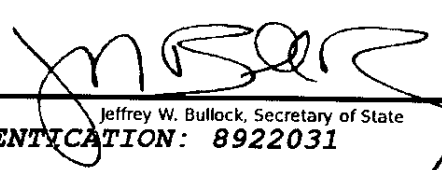
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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8922031

DATE: 07-25-11