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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 DEC 15 PM 4: 44

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T. Burch DEC 15 2011

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Education Support Systems, 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:

Jane Garvin, Paralegal

Name of Person

Martin, Tate, Morrow & Marston, PC

Firm/Company

6410 Poplar Avenue, Suite 1000

Address

Memphis, TN 38119

City/State and Zip code

drcarr@edsupportsystems.com

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

For further information concerning this matter, please call:

Jane Garvin at (901) 522-9000

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

MARTIN, TATE, MORROW & MARSTON, P.C.

ATTORNEYS AND COUNSELORS

INTERNATIONAL PLACE, TOWER II

SUITE 1000

6410 POPLAR AVENUE

MEMPHIS, TENNESSEE 38119-4839

Clayton C. Purdom

cpurdom@martintate.com

(901) 522-9000

FAX (901) 527-3746

ALSO LICENSED IN

MISSISSIPPI

December 5, 2011

Florida Secretary of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Education Support Systems, Inc.
Application by Foreign Corporation for Authorization to Transact
Business in Florida

Gentlemen:

Enclosed please find the following document for filing with your office:

Florida Application by Foreign Corporation for Authorization to Transact Business in
Florida for Education Support Systems, Inc. together with the required Cover Letter and
Mississippi Certificate of Good Standing to be **EFFECTIVE DECEMBER 15, 2011.**
(This filing is for the surviving entity of the Articles of Merger referred to below.)

Also enclosed is a check payable to the Florida Department of State in the amount of \$70
in payment of the filing fee for the Application for Authorization.

Please be advised that I have sent Articles of Merger of Education Support Systems,
Incorporation, a Florida domestic, with and into Education Support Systems, Inc., a Mississippi
domestic, for filing to your Amendment Section. The effective date for that filing is also
December 15, 2011; therefore, the **ARTICLES OF MERGER MUST BE FILED BEFORE**
THE ENCLOSED APPLICATION FOR AUTHORIZATION is filed.

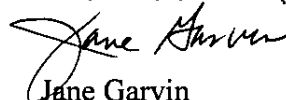
I have requested that if for some reason the Articles of Merger cannot be filed, that your
section be notified, that the Application for Authorization not be filed and that all of the
documents be returned to my attention.

MARTIN, TATE, MORROW & MARSTON, P.C.

Florida Secretary of State
New Filing Section
December 5, 2011
Page Two

We appreciate your kind assistance in this regard. Please give me a call if you have any questions concerning the enclosed documents.

Very truly yours,


Jane Garvin
Paralegal

JG

Enclosures

cc: Dr. Rutha Smith-Carr (w/o encls.)
Dr. Juanita Seals-Jones (w/o encls.)
Clayton C. Purdom, Esq., (w/o encls.)

**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. Education Support Systems, 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. Mississippi

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

3. 27-2014843

(FEI number, if applicable)

4. February 19, 2010

(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. 3857 Cherry Lake Cove, Southaven, MS 38672

(Principal office address)

3857 Cherry Lake Cove, Southaven, MS 38672

(Current mailing address)

8. Provide research-based educational and consultation services to students and school districts and families in local communities.

(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: Denise Byrum

Office Address: 10808 SW Terrace

Miami

(City)

, Florida 33170

(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.

Helen D. Byrum
(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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Dr. Rutha Smith-Carr (Sole Director)

Address: 3857 Cherry Lake Cove, Southaven, MS 38672

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Dr. Rutha Smith-Carr (and Chief Executive Officer)

Address: 3857 Cherry Lake Cove, Southaven, MS 38672

Vice President: Dr. Juanita Seals-Jones

Address: 515 Hwy 7 North, Suite 1
Holly Springs, MS 38635

Secretary: Dr. Juanita Seals-Jones

Address: 515 Hwy 7 North, Suite 1, Holly Springs, MS 38635

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. Dr. Rutha Smith-Carr, President and Chief Executive Officer

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

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2011 DEC 15 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Mississippi
Office of the Secretary of State
C. Delbert Hosemann, Jr., Secretary of State
Jackson, Mississippi

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE

I, C. DELBERT HOSEMAN, JR., Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on February 19, 2010, the State of Mississippi issued a Charter/Certificate of Authority to:

EDUCATION SUPPORT SYSTEMS, INC.

That the state of incorporation is MISSISSIPPI.

That the period of duration is perpetual.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.



Given under my hand
and seal of office
October 26, 2011

C. Delbert Hosemann, Jr.

C. Delbert Hosemann, Jr.
Secretary of State