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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-0821
Fax Number : (850) 558-1515

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FOREIGN PROFIT/NONPROFIT CORPORATION
REDNOVA LEARNING INC.**

Certificate of Status	0
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JUN 19 2012

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 JUN 18 PM 4:15

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1. RedNova Learning 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

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

3. 45-4942614

(PEI number, if applicable)

4. March 21, 2012

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

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

7. 75 Varick Street, New York, NY 10013

(Principal office address)

75 Varick Street, New York, NY 10013

(Current mailing address)

8. Publishing and any other purposes permitted by applicable law

(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

(City)

Florida 32301

(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.

By:

Becky Peirce

Becky Peirce
Assistant Vice President

(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 Attachment A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Mark BagwellAddress: Nature America, Inc. 75 Varick Street, New York, NY 10013

Vice President: _____

Address: _____

Secretary: Alice FradinAddress: Nature America, Inc. 75 Varick Street, New York, NY 10013Treasurer: Mark BagwellAddress: Nature America, Inc. 75 Varick Street, New York, NY 10013**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. Alice Fradin, Secretary

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

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TALLAHASSEE, FLORIDA

Attachment A

Application by Foreign Corporation for
Authorization to Transact
Business in Florida
Corporation Name: RedNova Learning Inc.

Item 12A Directors

Simon Allen
Macmillan Education
Between Towns Road
Oxford
OX4 3PP

Javier Castillo
Insurgentes Sur 1886
Colonia Florida
01030 México, D.F.
México

Jeremy Dieguez
Macmillan Iberia, S.A.
c/ Capitan Haya, 1 - planta 14
Edificio EuroCentro
28020 Madrid
Spain

Julie Kniveton
Insurgentes Sur 1886
Colonia Florida
01030 México, D.F.
México

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TALLAHASSEE, FL 32399

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REDNOVA LEARNING 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 FIFTEENTH DAY OF JUNE, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "REDNOVA LEARNING INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF MARCH, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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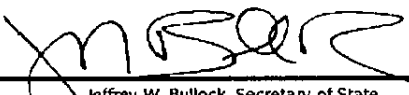
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9647933

DATE: 06-15-12