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Florida Department of State
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Division of Corporations
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DIVISION OF CORPORATIONS
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**FOREIGN PROFIT/NONPROFIT CORPORATION
THE LEARNING HOUSE, INCORPORATED**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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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. The Learning House, Incorporated

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

The Learning House (KY), Incorporated

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

2. Kentucky

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

3. 61-1092223

(FEI number, if applicable)

4. 10/22/1985

(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. 427 South Fourth Street, Suite 300, Louisville, KY 40202

(Principal office address)

427 South Fourth Street, Suite 300, Louisville, KY 40202

(Current mailing address)

8. An education services company that supports non-profit post-secondary academic institutions in the creation and management of on-line degree programs.

(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: United Corporate Services, Inc.

Office Address: 9200 South Dadeland Blvd. Ste. 508

Miami

(City)

Florida 33156

(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.

United Corporate Services

By: Michael A. Barr, 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.

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

A. DIRECTORS

Chairman: n/a

Address: _____

Vice Chairman: n/a

Address: _____

Director: Jonathan GrayerAddress: 140 Greenwich Avenue, Third FloorGreenwich, CT 06830Director: Steven J. BergerAddress: 140 Greenwich Avenue, Third FloorGreenwich, CT 06830

B. OFFICERS

President: and Chief Executive Officer: David T. RichardsonAddress: 427 South Fourth Street, Suite 300, Louisville, KY 40202Chief Operating Officer: Steven A. HueyAddress: 427 South Fourth Street, Suite 300, Louisville, KY 40202Secretary: n/a

Address: _____

Chief Financial Officer: Steven J. BergerAddress: 140 Greenwich Avenue, Third Floor, Greenwich, CT 06830

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

13. Signature of Director or Officer 7/13/12

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.817.153, P.S.

14. David T. Richardson, Chief Executive Officer and President

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

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Commonwealth of Kentucky
Alison Lundergan Grimes, Secretary of State

Alison Lundergan Grimes
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718
(502) 564-3490
<http://www.sos.ky.gov>

Certificate of Existence

Authentication number: 127981
Visit <https://app.sos.ky.gov/tahow/certvalidate.aspx> to authenticate this certificate.

I, Alison Lundergan Grimes, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

THE LEARNING HOUSE, INCORPORATED

is a corporation duly incorporated and existing under KRS Chapters 14A and KRS Chapter 271B, whose date of incorporation is October 22, 1985 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that Articles of Dissolution have not been filed; and that the most recent annual report required by KRS 14A.6-010 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 17th day of July, 2012, in the 221st year of the Commonwealth.



Alison Lundergan Grimes
Alison Lundergan Grimes
Secretary of State
Commonwealth of Kentucky
127981/0207451

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