

# F120000003722

Florida Department of State  
Division of Corporations  
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**FOREIGN PROFIT/NONPROFIT CORPORATION  
3P LEARNING INC.**

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(H120002229233)

**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. **3P 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. **NEW YORK STATE**

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

3.

(FEI number, if applicable)

4. **11-08-2011**

(Date of incorporation)

5.

**PERPETUAL**

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

6. **UPON FILING.**

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

7. **420 LEXINGTON AVENUE, SUITE 2400, NEW YORK, NY 10170**

(Principal office address)

**420 LEXINGTON AVENUE, SUITE 2400, NEW YORK, NY 10170**

(Current mailing address)

8. **EDUCATIONAL ONLINE RESOURCES**

(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: **REGISTERED AGENT SOLUTIONS, INC.**

Office Address: **155 OFFICE PLAZA DRIVE, SUITE A**

**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.*

  
(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:

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**A. DIRECTORS**

Chairman: PETER WALTERS

Address: 155 WEST 20TH STREET  
NEW YORK, NY 10010

Vice Chairman: \_\_\_\_\_

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

Director: PETER WALTERS

Address: 155 WEST 20TH STREET  
NEW YORK, NY 10010

Director: \_\_\_\_\_

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

**B. OFFICERS**

President: PETER WALTERS

Address: 155 WEST 20TH STREET  
NEW YORK, NY 10010

Vice President: \_\_\_\_\_

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

Secretary: \_\_\_\_\_

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

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

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

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

(Signature of Director or Officer listed in number 12 of the application)

14. PETER WALTERS, President

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**State of New York  
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of 3P LEARNING INC. was filed on 11/08/2011, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

I further certify that no other documents have been filed by such corporation.



\*\*\*

*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 07th day of September  
two thousand and twelve.*

Daniel Shapiro  
First Deputy Secretary of State