

F9500000831

DANIEL HARMON III
TIMOTHY J. SLOAN
HARMON & SLOAN, P.A.
ATTORNEYS AT LAW
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December 2, 1994

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

900001407319
-02/15/95--01108--009
****131.25 ****131.25

Re: ADVANCED MICRO TECHNOLOGY, INC.

Gentlemen:

Enclosed please find the original and one copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida on the above-referenced corporation, together with a Certificate of Good Standing from Massachusetts. I am enclosing our check in the amount of \$131.75 to cover the cost of filing, a certified copy and a Certificate of Good Standing.

At your earliest convenience, please file the Application and return a certified copy to us, along with the Certificate of Good Standing. Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Sincerely,

HARMON & SLOAN, P. A.

Timothy J. Sloan

TJS/
cc: Patty McMahon

Enclosures

3/2/95
95 FEB 20 PM 1:25
SECRETARY OF STATE
DIVISION OF CORPORATIONS

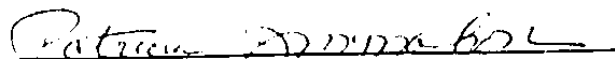
Handwritten: 3/2/95
with Doc # 533645

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned PATRICIA J. McMAHON, do hereby certify
that this Resolution of the Board of Directors of ADVANCED MICRO TECHNOLOGY, INC.,
a corporation duly organized and existing under the laws of the State of Massachusetts,
was duly adopted on February 17, 19 95.

Resolved, that ADVANCED MICRO TECHNOLOGY, INC., organized
and existing in the State of Massachusetts, hereby adopts the
name AMT Learning Solutions, Inc. for use in Florida.

Dated: 2/17/95


Signature of at least one director
PATRICIA J. McMAHON

SECRET
DIVISION
95 FEB 20 PM 1:25

**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:**

ADVANCED MICRO TECHNOLOGY, INC.

1. ADVANCED MICRO TECHNOLOGY, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. MASSACHUSETTS 3. 04-2746705
(State or country under the law of which it is incorporated) (FEL number, if applicable)
4. January 1, 1982 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. February 20, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 2108 St. Andrews Boulevard
Panama City, Florida 32405
(Current mailing address)
8. Research, development, distribution, sales, rentals and consulting relating
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) to equipment and computer software.
9. Name and street address of Florida registered agent:
- Name: Patricia J. McMahon
- Office Address: 2108 St. Andrews Boulevard
Panama City, Florida, 32405
(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.

Patricia J. McMahon
(Registered agent's signature)
PATRICIA J. McMAHON

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: RICHARD W. McMAHON

Address: 2108 St. Andrews Boulevard
Panama City, Florida 32405

Director: PATRICIA J. McMAHON

Address: 2108 St. Andrews Boulevard
Panama City, Florida 32405

B. OFFICERS

President: RICHARD W. McMAHON

Address: 2108 St. Andrews Boulevard
Panama City, Florida 32405

Vice President: _____

Address: _____

Secretary: PATRICIA J. McMAHON

Address: 2108 St. Andrews Boulevard
Panama City, Florida 32405

Treasurer: PATRICIA J. McMAHON

Address: 2108 St. Andrews Boulevard
Panama City, Florida 32405

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

13. Patricia McMahon
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Patricia J. McMahon, Secretary/Treasurer
(Typed or printed name and capacity of person signing application)

SECRET
DIVISION
95 FEB 20 PM 1:26



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02188

February 9, 1995

TO WHOM IT MAY CONCERN:

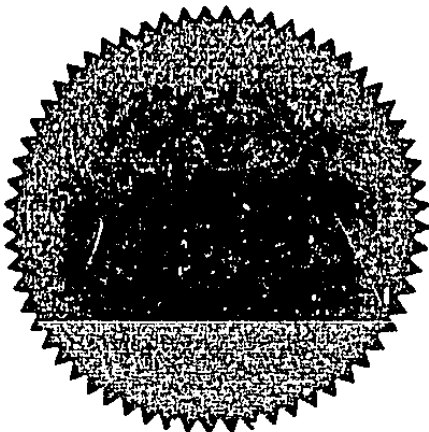
I hereby certify that according to the records of this office

ADVANCED MICRO TECHNOLOGY, INC.

a domestic corporation organized on, **JANUARY 1, 1982** under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under Massachusetts General Laws Chapter 156B section 101 for said Corporations dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

RECEIVED
SECRETARY OF THE COMMONWEALTH
DIVISION OF REVENUE
95 FEB 20 PM 1:26



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* This certificate is not a tax clearance. Certificates certifying all taxes due and payable by the corporation have been paid for or provided, are issued by the Department of Revenue.

HARMON & SLOAN, P.A.

ATTORNEYS AND COUNSELORS AT LAW
427 MC KENZIE AVENUE
POST OFFICE BOX 2327
PANAMA CITY, FLORIDA 32402-2327

FC 50000000831

August 30, 1995

TELEPHONE (904) 769-2501
FACSIMILE (904) 769-0824

SECRET
TALLAHASSEE, FLORIDA

95 SEP -6 AM 10:29

FILED

PERSONAL AND CONFIDENTIAL

Ms. Annette Hogan
Florida Secretary of State
Division of Corporations
Amendments Section
P.O. Box 6327
Tallahassee, FL 32314

900001589083
-09/20/95--01023--004
****157.50 ****35.00

withdrawal

Re: Advanced Micro Technology, Inc., a Massachusetts corporation and AMT Learning Solutions, Inc., a Florida corporation

Dear Ms. Hogan:

9/30/95

As you will recall, on August 25, 1995, we discussed withdrawing a foreign corporation's registration in Florida on one day and registering a Florida corporation with the same name as of the next day. In accordance with that telephone conversation, please find enclosed, for filing with your office, an original Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for Advanced Micro Technology, Inc., a Massachusetts corporation, doing business in Florida as AMT Learning Solutions, Inc., to be effective as of 11:59 p.m. on September 30, 1995.

Also enclosed is an original and one copy of the Articles of Incorporation and Designation of Registered Agent also for filing with your office. This corporation shall commence its existence as of October 1, 1995. Please forward a certified copy of the Articles once they have been properly filed. I have enclosed a check for \$157.50 to cover the costs of the withdrawal and the new filing.

9/7/95

ADH
ADL

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35

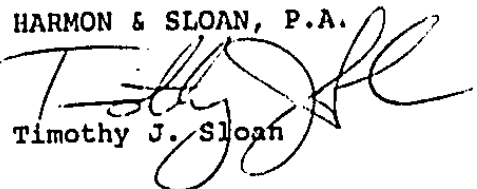
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Ms. Annette Hogan
August 30, 1995
Page 2

If you have any questions or require any additional information, please do not hesitate to contact me.

Very truly yours,

HARMON & SLOAN, P.A.



Timothy J. Sloan

TJS/da

Enclosures

cc: Richard W. McMahon
Patricia J. McMahon

9/30/95

FILED
SEP - 6 1995
TALLAHASSEE
FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Advanced Micro Technology, Inc. authorized to do business in
the State of Florida as AMT Learning Solutions, Inc.

(Name of Corporation)

Massachusetts

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida, effective September 30, 1995, at 11:59 p.m.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida, effective September 30, 1995, at 11:59 p.m.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

2108 St. Andrews Boulevard

(Mailing Address)

Panama City, Florida 32405

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Richard W. McMahon
Signature

8/30/95
Date

RICHARD W. McMAHON

Typed or printed name

President

Title