

F95000001725

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

700001435867
-03/22/95--01016--007
*****78.75 *****70.75

SUBJECT: Courseware Development Corporation
(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", 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:

John R. Bell
(Name of Person)
Courseware Development Group
(Firm/Company)
10700 Richmond Ave., Suite 202
(Address)
Houston, TX 77042
(City, State and Zip Code)

~~6025644~~

Should you need to call someone concerning this matter, please call:

John R. Bell at (713) 780 - 0006, ext. 226
(Name of Person) Area Code & Daytime Telephone Number

54/10

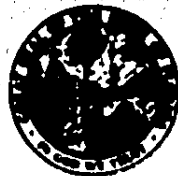
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 10 PM 2:04

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 22, 1995

COURSEWARE DEVELOPMENT CORPORATION
% JOHN R. BELL
10700 RICHMOND AVE., SUITE 202
HOUSTON, TX 77042

SUBJECT: COURSEWARE DEVELOPMENT CORPORATION
Ref. Number: W9500006411

We have received your document for **COURSEWARE DEVELOPMENT CORPORATION** and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2100.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 995A00013012

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Courseware Development Group

P O Box 42250
Houston, TX 77242-2250
713/780-0006

Fax: 713/780-3276

A Division of Courseware Development Corporation

April 6, 1995

Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attention: Steven Harris

Subject: Response to letter number: 995A00013012, reference number: W95000006411.

Dear Steven:

According to Sections 607.1501(2)(c) and 607.1501(2)(f), Florida Statutes, we have not transacted any business against the authority of the Florida Department of State. The document being held contains no erroneous information and we would like to have our application processed. I spoke with Mike Mays on April 3 and he verified that this information is correct and stated that this letter would be sufficient to claim exemption.

Sincerely,


John R. Bell

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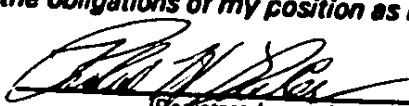
Subscribed and sworn to before me, the undersigned authority,
on this the 6th day of April, 1995.




Michelle Brink
Notary Public
State of Texas

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

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

1. Courseware Development Corporation
(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. State of Texas
(State or country under the law of which it is incorporated)
3. 76-0402648-8
(FEI number, if applicable)
4. May 14, 1993
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. December 1992
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 10700 Richmond Ave., Suite 202
Houston, TX 77042
(Current mailing address)
8. For Profit
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:**
Name: Richard Baker
Office Address: 2107 Oak Grove Dr.
Clearwater, Florida, 34624
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Nathan Morton

Address: 25 Travis
Boston, MA 02134

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Roland White

Address: 10700 Richmond Ave., Suite 202
Houston, TX 77042

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.

Roland White

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

14.

Roland White, President

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



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

COURSEWARE DEVELOPMENT CORPORATION

were filed in this office and a certificate of incorporation was issued on
MAY 14, 1993;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

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IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on February 28, 1995.

Antonio O. Garza, Jr.

Antonio O. Garza, Jr.
Secretary of State

DEM