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DIVISION

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C T CORPORATION SYSTEM  
Requestor's Name  
1311 Executive Center Drive, Ste. 200  
Address  
Tallahassee, FL 32301 (904) 656-8298  
City State Zip Phone

CORPORATION(S) NAME

95 APR 18 PM 4:07  
SECRETARY  
DIVISION  
BUSINESS  
UNIT

CBT Systems USA, LTD Corporation

☒ Profit  
☒ NonProfit

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ Fictitious Name

☐ CUS / G/S

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CR2E031 (1-89)

**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. CBT Systems USA, Ltd. Corporation  
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "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. Delaware  
(State or country under the law of which it is incorporated)
3. November 9, 1990  
(Date of Incorporation)
4. Perpetual  
(Duration)
5. 98-0151100  
(Federal Employer Identification number, if applicable)
6. Upon Qualification  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 400 Oyster Point Blvd, Ste 401, South San Francisco, California 94080  
(Current mailing address)

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8. Sales of Computer Based Training Software  
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

**A. Directors:**

Chairman: See attached list of directors

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

Vice Chairman: See attached list of directors

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

Director: See attached list of directors

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

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

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

**9. Officers:**

President: See attached list of officers

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

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

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

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

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

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

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

(if needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida 33324

Zip Code

**11. 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: \_\_\_\_\_

C T Corporation System

NASEEM A. CONDE  
SPECIAL ASST. SECRETARY

(Typed Name and Title of Officer)

NASEEM A. CONDE  
SPECIAL ASST. SECRETARY

12. 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.

13. W. G. McCabe  
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. William G. McCabe, President

(Name and capacity of person signing application)

**CBT Systems USA, Ltd.  
Officers and Directors**

Name	Office	Address	SSI	Date of Taking Office
**William G. McCabe	President	4 Altree Court, Atherton, CA 94027	607-68-0444	4/12/95
**Jack Hayes	Chief Financial Officer	279 Walter Hayes Rd., Palo Alto, CA 94303	618-70-5478	4/12/95
Jennifer Caldwell	Secretary	43 Fitzwilliams Pl, Dublin 2, Ireland	None	4/12/95
** John Fortune	Asst. Secretary	130 Croydon Way, Woodside, CA 94062	611-80-0226	4/12/95
John Grillos	Director	555 California St., San Francisco, CA 94104	522-52-3514	4/12/95
Pat McDonagh	Director	Thornton Lodge, Thornton Kilsallaghan Co., Dublin	None	4/12/95

\*\* Also a Director

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CBT SYSTEMS USA, LTD." 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 THIRTEENTH DAY OF APRIL, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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DIVISION OF CORPORATIONS  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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