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FAX 410 832-2015

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FAX 410 752-7092

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WASHINGTON, D.C. 20036-5405
TELEPHONE 202 659-6800
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50 COLUMBIA CORPORATE CENTER
100 GRIFFIN PATTERSON PARKWAY
COLUMBIA, MARYLAND 21014
TELEPHONE 410 866-0700
FAX 410 881-0719

1517 KING STREET
ALEXANDRIA, VIRGINIA 22314-2928
TELEPHONE 703 836-5742
FAX 703 836-0265

HOWARD B. HOFFMAN
PARALEGAL
DIRECT NUMBER
410 347-9194
2038991@fncnet.com

July 19, 1996

7000001301737
-07/23/96--01072--005
*****70.00 *****70.00

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Foreign Corporation Qualification in Florida


Dear Sir/Madam:

Please find enclosed an application, a certificate of existence ("good standing"), and a check in the amount of \$70, all made in connection with the qualification of TechKnowledge Corporation in Florida, a corporation chartered by the State of Maryland.

Please contact me immediately in the event of any problems. Otherwise, please return a date-stamped copy of the application along with a letter of acknowledgment at your earliest convenience.

Thank you for your assistance.

Sincerely,


Howard B. Hoffman
Paralegal

cc: Colleen Cross Esq.
993836

*called 7/23 - wants
letter w/ resolution -
took info on 568544
by phone - will
examine options.*

W96-15440

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP - 3 1996
9/3



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 23, 1996

HOWARD B. HOFFMAN, PARALEGAL
WHITEFORD, TAYLOR & PRESTON, LLP
SEVEN SAINT PAUL STREET
BALTIMORE, MD 21202-1626

SUBJECT: TECHKNOWLEDGE CORPORATION
Ref. Number: W96000015440

We have received your document for TECHKNOWLEDGE CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 996A00035539

210 WEST PENNSYLVANIA AVENUE
BOWEN, MARYLAND 21204-1515
TELEPHONE 410-842-2800
FAX 410-842-2015

50 COLUMBIA CORPORATE CENTER
10400 LITTLE PATUXENT PARKWAY
COLUMBIA, MARYLAND 21044
TELEPHONE 410-861-0700
FAX 410-861-0719

COLLEEN R. CROSS
DIRECT NUMBER
410-567-8714
ccross@wtpotomac.llnwd.net

**WHITEFORD, TAYLOR & PRESTON
L.L.P.**

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1025 CONNECTICUT AVENUE, NW
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1517 KING STREET
ALEXANDRIA, VIRGINIA 22314-2920
TELEPHONE 703-836-5712
FAX 703-836-0265

August 29, 1996

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Mr. Lee Rivers

**Re: Foreign Corporation Qualification in Florida
Letter Number: 996A00035539**

Dear Mr. Rivers:

Please find enclosed a copy of the letter we received from your office regarding the filing made in connection with the qualification of TechKnowledge Corporation, a Maryland corporation, in Florida.

Based upon your letter, and phone conversation with Mr. Howard Hoffman (a former paralegal in this office), it is my understanding that the application was rejected based on the fact that the name was being held for one year after the date the Florida Secretary of State dissolved Tech-Knowledge, Inc. (a Florida corporation) for failure to file an annual report. It is my further understanding, based on information supplied by Ms. Freida Lott, that the corporate name is now available. Accordingly, I am requesting that you accept the application and our check, both of which you are now holding, into the corporate records of the State of Florida.

Mr. Lee Rivers
Qualification/Tax Lien Section
August 29, 1996
Page 2

Please contact me immediately in the event of any problems. Otherwise, please provide an acknowledgment of filing at your earliest convenience. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script, reading "Colleen R. Cross". The signature is fluid and includes a long horizontal flourish at the end.

Colleen R. Cross

CRC:mjk

1010322

**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. TechKnowledge 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. Maryland
(State or country under the law of which it is incorporated)
3. 52-1966448
(FEI number, if applicable)
4. March 12, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Not Applicable
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 10420 Little Patuxent Parkway, Fifth Floor
Columbia, Maryland 21044
(Current mailing address)
8. to provide computer and technology training services
(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: (P.O. Box or Mail Drop Box acceptable)**

Name: Corporation Service Company.

Office Address: 1201 Hays Street
Tallahassee, 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.

SEE ATTACHMENT

(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
85 SEP - 3 AM 9:40
NOT

ACCEPTANCE OF APPOINTMENT OF AGENT

Corporation Service Company 1201 Hays Street,
Tallahassee, Florida, 32301 having been appointed to act as
Statutory Agent, hereby consent to act in that capacity
until removal or resignation is submitted in accordance
with the Florida Revised Statutes.

CORPORATION SERVICE COMPANY

A handwritten signature in cursive script, reading "Lisa G. Mulligan", written over a horizontal line.

Lisa G. Mulligan, Asst. Vice Pres.

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box **NOT** acceptable)

Director: Elmer I. Clegg

Address: 10420 Little Patuxent Parkway, Fifth Floor
Columbia, Maryland 21044

Director: James A. Turner

Address: 10420 Little Patuxent Parkway, Fifth Floor
Columbia, Maryland 21044

Director: James Foster

Address: 10420 Little Patuxent Parkway, Fifth Floor
Columbia, Maryland 21044

Director: See Attached List

Address: _____

B. OFFICERS (Street address only- P. O. Box **NOT** acceptable)

President: Elmer I. Clegg

Address: 10420 Little Patuxent Parkway, Fifth Floor
Columbia, Maryland 21044

Vice President: _____

Address: _____

Secretary: James A. Turner

Address: 10420 Little Patuxent Parkway, Fifth Floor
Columbia, Maryland 21044

Treasurer: James Foster

Address: 10420 Little Patuxent Parkway, Fifth Floor
Columbia, Maryland 21044

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

13. Elmer I. Clegg
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Elmer I. Clegg, President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -3 AM 9:41

ADDITIONAL DIRECTORS OF
TECHKNOWLEDGE CORPORATION

- 4) Mr. George Purnell
10420 Little Patuxent Parkway, Fifth Floor
Columbia, Maryland 21044
- 5) Mr. Johnny Batten
10420 Little Patuxent Parkway, Fifth Floor
Columbia, Maryland 21044

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -3 AM 9:41

STATE OF MARYLAND

460309

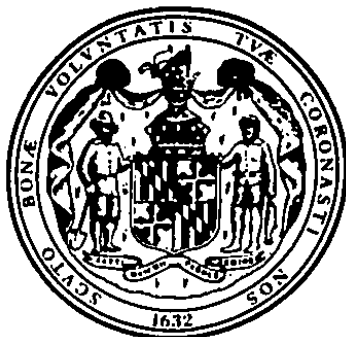
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JACQUELINE C JAMES OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT TECHKNOWLEDGE CORPORATION IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -3 AM 9:41



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 15TH DAY OF JULY, 1996.

Jacqueline C. James
JACQUELINE C JAMES
OFFICE SUPERVISOR