

F97000006078

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: LEARNING PATHWAYS, INC.  
(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:

TY M. LAGERBERG  
(Name of Person)

LEARNING PATHWAYS, INC.  
(Firm/Company)

6355 METRO WEST BLVD. SUITE 455  
(Address)

ORLANDO FL 32835  
(City/State/Zip)

900002348439-8  
-11/17/97-01044-003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

TY M. LAGERBERG at ( 407 ) 926-7203  
(Name of Person) (Area Code & Daytime Telephone Number)

*Please also include a certified status*

COURIER ADDRESS:

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

MAILING ADDRESS:

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

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DIVISION OF CORPORATIONS  
11/17

**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. LEARNING PATHWAYS, 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. DELAWARE 3. 59-3395910  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 28, 1996 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. July 1, 1997  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6355 METRO WEST BLDG., SUITE 455  
ORLANDO FL 32835  
(Current mailing address)

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8. EDUCATIONAL SERVICES & ASSESSMENT  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

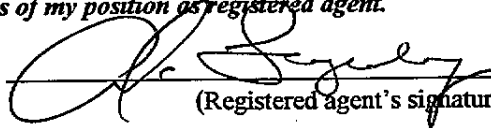
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: TY M. LAGERBERG

Office Address: 6355 METRO WEST BLDG, SUITE 455  
ORLANDO FL, Florida, 32835  
(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.

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)**

Chairman: JAMES F. FADIGAN

Address: 6355 METRO WEST BLVD, SUITE 455  
ORLANDO FL 32835

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

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

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

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

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

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

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

President: LEROY BROCKBANK

Address: 13934 RECUERDO DR.  
DEL MAR CA 92014

Vice President: TY M. LAGERBERG

Address: 6355 METRO WEST BLVD. STE 455  
ORLANDO FL 32835


Secretary: DEAN FRESNKE

Address: 6355 METRO WEST BLVD. SUITE 450  
ORLANDO FL 32835

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

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

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

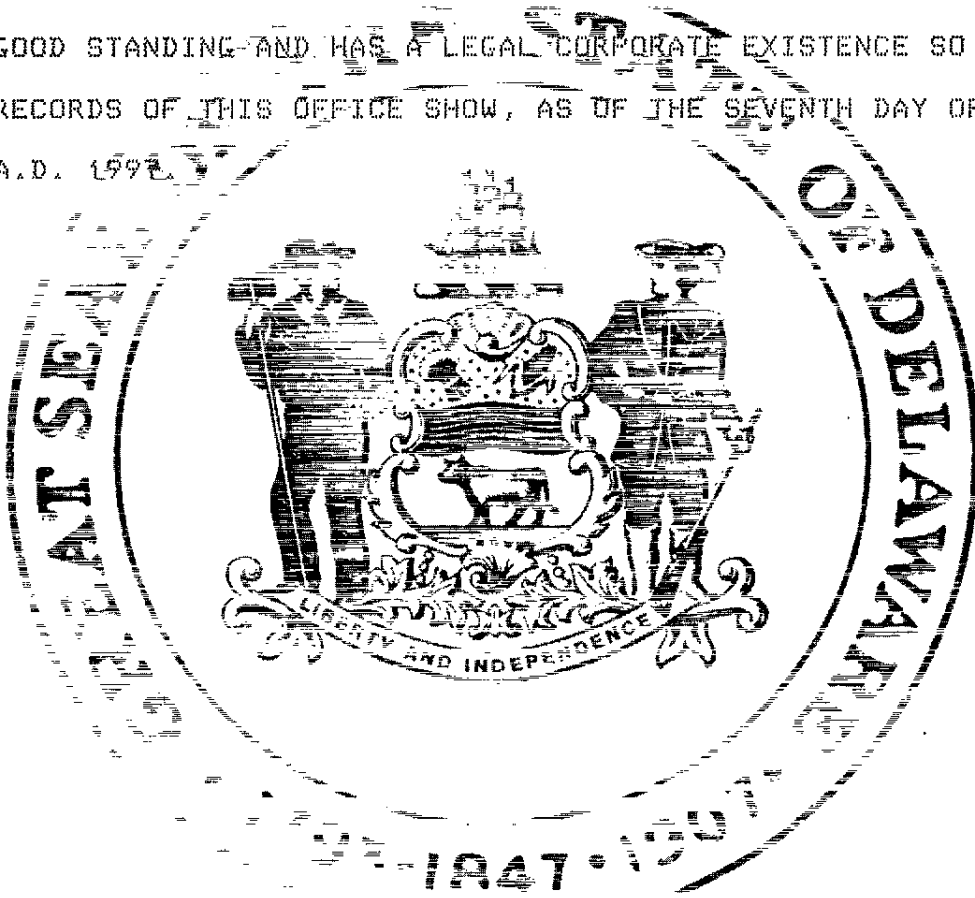
13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. TY M. LAGERBERG, VICE PRESIDENT  
(Typed or printed name and capacity of person signing application)

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LEARNING PATHWAYS, INC." 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 SEVENTH DAY OF NOVEMBER, A.D. 1997.



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*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE:

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