

Document Number Only

F980000001507

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

400002434064--4
-02/18/98--01051--011
*****70.00 *****70.00

W98-3660

CORPORATION(S) NAME

Computer Learning Centers, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Fict. Filing
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- UCC-1 UCC-3
- CUS
- After 4:30
- Pick Up

98 MAR 17 PM 12:03

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mtm
3/17

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

FEB 18 1998

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 18, 1998

C T CORP

SUBJECT: COMPUTER LEARNING CENTERS, INC.
Ref. Number: W98000003660

*d/b/a
Computer Learning Centers, Inc.
of Delaware*

We have received your document for COMPUTER LEARNING CENTERS, INC. 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 (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 898A00009363

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3/17/98*

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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned *Mark Nasser*, do hereby certify that this Resolution of the Board of Directors of COMPUTER LEARNING CENTERS INC., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on March 6, 1987.

Resolved, that COMPUTER LEARNING CENTERS INC. organized and existing in the state of Delaware, hereby adopts the name COMPUTER LEARNING CENTERS, INC. OF DELAWARE for use in Florida.

Dated: *March 3, 1998*

[Signature]
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**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. Computer Learning Centers, 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
(State or country under the law of which it is incorporated)

3. 36-3501869
(FEI number, if applicable)

4. March 6, 1987
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 11350 Random Hills Road, Suite 240, Fairfax, Virginia 22030

(Current mailing address)

8. See attached purpose clause
(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: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

Kevin J. Gallagher, Asst. VP
(Type Name and Title of Officer)

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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: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____


Address: _____

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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. Charles L. Cosgrove, Vice President
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
Computer Learning Centers, Inc.**

Provides information technology and computer related education and training. The company designs programs and courses to meet current information technology education needs, offering instruction in rapidly growing technologies such as client/server, networking and objected oriented programming.

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Computer Learning Centers, Inc.**

1. Reid R. Bechtle, President, CEO
11350 Random Hills Road, Suite 240
Fairfax, Virginia 22030
2. Charles L. Cosgrove, Vice President, CFO
11350 Random Hills Road, Suite 240
Fairfax, Virginia 22030
3. Sue Luster, Vice President, COO
11350 Random Hills Road, Suite 240
Fairfax, Virginia 22030
4. Mark M. Nasser, Asst. Sec. & Controller
11350 Random Hills Road, Suite 240
Fairfax, Virginia 22030

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMPUTER LEARNING CENTERS, 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 NINTH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8910481

DATE: 02-09-98