CORPORATE 1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

ACCESS, INC.

P.O. Box 37066 (32315-7066)

~ (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

CERTIFIED COPY	CUS				
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1.) MOLIVATION OF FOR (CORPORATE NAME & DOCUMENT #)	Enterprises, Inc.		98 APR 21	SECRETAR DIVISION OF C	
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9.)(CORPORATE NAME & DOCUMENT #)		DIVISION OF CORPORATION	 	CENED	
10.)(CORPORATE NAME & DOCUMENT #)		RATION I	9: 26		
SPECIAL INSTRUCTIONS					

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. Motivational Enterprises, 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.) Missouri (State or country under the law of which it is incorporated) (Date of incorporation)

5 Perpetual

(Duration: Year corp. will cease to exist or "perpetual") Not yet transacted business (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) 12747 Olive Blvd., Suite 214, St. Louis, MO (Current mailing address) Own and operate vocational and occupational schools (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) Robert F. Goodman Name: Office Address: 2727 Fifth Court Palm Harbor 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

(Registered agent's signature)

and accept the obligations of my position as registered agents/

of which it is incorporated.

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

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: Vice Chairman: Address: is the second of the second Director James S. Gans Address: 12747 Olive Blvd., Suite 214 St. Louis, MO 63141 Address: B. OFFICERS (Street address only - P.O. Box NOT acceptable) President: James S. Gans Address: 12747 Olive Blvd., Suite 214 St. Louis, MO 63141 Vice President: Richard A. Gans Address: _____12747 Olive Blvd., Suite 214 St. Louis, MO 63141 Secretary: Richard A. Gans Address: 12747 Olive Blvd., Suite 214 St. Louis, MO 63141 Treasurer Mark I. Rothstein Address: 12747 Olive Blvd., Suite 214 St. Louis, MO 63141 NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. Vice from (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application) Richard A. Gans, Vice President (Typed or printed name and capacity of person signing application)

98 APR 21 AM 9:

Rebecca McDowell Cook Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA McDOWELL COOK, SECRETARY OF STATE OF THE STATE
OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE
AND IN MY CARE AND CUSTODY REVEAL THAT
MOTIVATIONAL ENTERPRISES, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 22ND DAY OF MAY, 1997, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 10TH DAY OF APRIL, 1998.

Secretary of State

