

# F980000004766

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CT Corporation System

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

500002621135-4  
-08/20/98-01069-004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Edmark Corporation

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| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment                  | <input type="checkbox"/> Merger                    |
| <input type="checkbox"/> NonProfit           | <input type="checkbox"/> Dissolution/Withdrawal     | <input type="checkbox"/> Limited Liability Company |
| <input checked="" type="checkbox"/> Foreign  | <input type="checkbox"/> Annual Report              | <input type="checkbox"/> Other                     |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Name Registration          | <input type="checkbox"/> Change of P.A.            |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> UCC-1 Financing Statement  | <input type="checkbox"/> UCC-3 Filing              |
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May 8, 1998

Effective 1/1/97, IBM purchased Edmark Corporation. The purchase was effected by creating a new Washington State Corporation, Indigo Acquisition Corporation, which was set up for the sole purpose of merging with Edmark Corporation.

Effective 1/1/97, Indigo Acquisition Corp., which was a wholly owned subsidiary of IBM, merged with Edmark Corp., a Washington State corporation, and was assigned a new FEIN by the IRS. Immediately subsequent to this merger, Indigo Corporation changed its name to Edmark Corporation and is registered under the Washington State Business Act as such. The newly formed Edmark Corporation is a wholly owned subsidiary of IBM.

The 'new' Edmark Corporation is operating as essentially the same business as previously registered with your state. We are withdrawing and re-registering with your state under our new Federal Identification number.

If you have any questions regarding the details of this merger, please feel free to contact me at (425) 556-8400.

Thank you.

Dan Pate  
Director of Finance

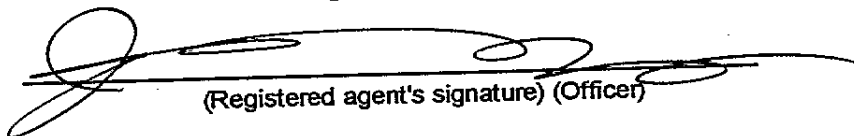
# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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. Edmark 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. Washington  
(State or country under the law of which it is incorporated)
3. 13-3916731  
(FEI number, if applicable)
4. December 17, 1996  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. 1/1/97 - See Letter Attached  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. PO Box 97021, Redmond, Washington 98073-9721  
(Current mailing address)
8. Sales of educational print and software products from our one location  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Redmond, WA 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)

Jack Caskey, Assistant Vice President  
(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: See attached list of directors

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

Vice Chairman: See attached list of directors

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

Director: See attached list of directors

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

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

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

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B. OFFICERS

President: See attached list of officers

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

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

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

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

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

## EDMARK CORPORATION

### OFFICERS

Donna Stranger  
Edmark Corporation  
6727 - 185<sup>th</sup> Ave., NE  
Redmond, WA 98073  
Tel: (425) 556-8452  
Fax: (425) 556-3700

General Manager

Home: 17121 NE 29<sup>th</sup> Pl.  
Bellevue, WA 98008  
Tel: (425) 881-8953  
SSN#: 262-64-8515  
DOB: 12/05/42

Dan Pate  
Edmark Corporation  
6727 - 185<sup>th</sup> Ave., NE  
Redmond, WA 98073  
Tel: (425) 556-2786  
Fax: (425) 556-3700

Director of Finance,  
Secretary

Home: 2441 - 258<sup>th</sup> Ct., SE  
Issaquah, WA 98029  
Tel: (425) 557-0222  
SSN#: 261-96-9161  
DOB: 04/26/60

John Moore  
Edmark Corporation  
6727 - 185<sup>th</sup> Ave., NE  
Redmond, WA 98073  
Tel: (425) 556-8493  
Fax: (425) 556-8998

V.P., Operations

Home: 30019 2<sup>nd</sup> Pl., SW  
Federal Way, WA 98023  
Tel: (253) 941-2879  
SSN#: 534-52-5016  
DOB: 12/01/49

Archie Colburn  
IBM Corporation  
Old Orchard Road  
Armonk, NY 10504  
Tel: (914) 765-4203  
Fax: (914) 765-6006

V.P. & Assistant  
Treasurer

Home: 152 N. Taylor Ave.  
Norwalk, CT 06854  
Tel: (203) 866-6807  
SSN#: 154-46-2648  
DOB: 11/28/52

Donald D. Westfall  
IBM Corporation  
Old Orchard Road  
Armonk, NY 10504  
Tel: (914) 765-4478  
Fax: (914) 765-6006

V.P. & Assistant  
Secretary

Home: 393 Mt. Holly Road  
Katonah, NY 10536  
Tel: (914) 232-8644  
SSN#: 054-32-4158  
DOB: 06/01/38

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## EDMARK CORPORATION

### DIRECTORS

Lee A. Dayton  
IBM Corporation  
Old Orchard Road  
Armonk, NY 10504  
Tel: (914) 765-7800  
Fax: (914) 765-7803

V.P., Corporate  
Development & Real Est.

Home: 24 Rustic View Road  
Greenwich, CT 06830  
Tel: (203) 625-7650  
SS#: 329-34-4264  
DOB: 02/03/43

Archie W. Colburn  
IBM Corporation  
Old Orchard Road  
Armonk, NY 10504  
Tel: (914) 765-4203  
Fax: (914) 765-6006

Business Development  
Executive

Home: 152 N. Taylor Ave.  
Norwalk, CT 06854  
Tel: (203) 866-6807  
SS#: 154-46-2648  
DOB: 11/28/52

Donald D. Westfall  
IBM Corporation  
Old Orchard Road  
Armonk, NY 10504  
Tel: (914) 765-4478  
Fax: (914) 765-6006

Associate General  
Counsel

Home: 393 Mt. Holly Road  
Katonah, NY 10536  
Tel: (914) 232-3042  
SS#: 054-32-4150  
DOB: 06/01/38

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

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

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

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

14. Dan Pate Director of Finance  
(Typed or printed name and capacity of person signing application)

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# STATE of WASHINGTON



## SECRETARY of STATE

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TALLAHASSEE, FLORIDA

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal,

hereby issue this

### CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

### EDMARK CORPORATION

I **FURTHER CERTIFY** that the records on file in this office show that the  
above named profit corporation was formed under the laws of the  
State of Washington and was issued a Certificate of Incorporation  
in Washington on November 7, 1996.

I **FURTHER CERTIFY** that as of the date of this certificate, no Articles of Dissolution  
have been filed, and that the corporation is duly authorized to  
transact business in the corporate form in the State of Washington.



Date: August 6, 1998

Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital

DMP  
Ralph Munro, Secretary of State