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CORPORATE  
ACCESS,  
INC.

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

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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*(Signature)*

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Foreign

1.) Academy Team, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.)  
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DIVISION OF CORPORATIONS

SPECIAL INSTRUCTIONS

## TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: ACADEMY TEAM, 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:

Louis A. Reisman, Esq.  
(Name of Person)  
Weinstock, Manion, Reisman, Shore & Neumann  
(Firm/Company)  
1875 Century Park East, 15th Floor  
(Address)  
Los Angeles, CA 90067  
(City/State/Zip)

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

Barbara R. Seidman at ( 310 ) 553-8844  
(Name of Person) (Area Code & Daytime Telephone Number)

### STREET 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

**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. ACADEMY TEAM, 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. California

(State or country under the law of which it is incorporated)

3. 95-4704292

(FEI number, if applicable)

4. September 4, 1998

(Date of incorporation)

5. perpetual

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

6. September 28, 1998

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

7. 8926 Sunland Boulevard

Sun Valley, CA 91352

(Current mailing address)

Any Lawful purpose for which a corporation may do business in the state of California other than the banking business, the trust company business or the practice of

8. profession permitted to be incorporated in the state of California.

(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: Nationscorp Registered Agent, Inc.

Office Address: 526 East Park Avenue

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.*

Denise Zolner

(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)

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

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

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

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

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

Director: Matthew Johnston

Address: 8926 Sunland Boulevard

Sun Valley, CA 91352

Director: Diane Prince

Address: 8926 Sunland Boulevard

Sun Valley, CA 91352

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

President: Matthew Johnston

Address: 8926 Sunland Boulevard

Sun Valley, CA 91352

Vice President: Diane Prince

Address: 8926 Sunland Boulevard

Sun Valley, CA 91352

Secretary: Matthew Johnston

Address: 8926 Sunland Boulevard

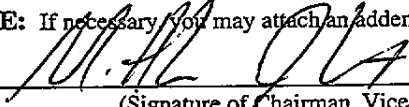
Sunvalley, CA 91352

Treasurer: Diane Prince

Address: 8926 Sunland Boulevard

Sun Valley, CA 91352

**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. Matthew Johnston, President  
(Typed or printed name and capacity of person signing application)

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# State of California

## SECRETARY OF STATE

### CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 4th day of September, 19 98,  
**ACADEMY TEAM, INC.**

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

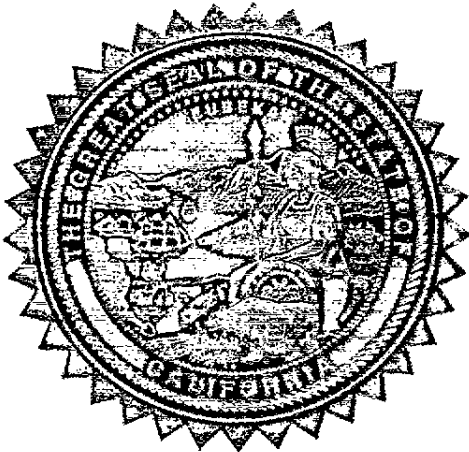
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this  
certificate and affix the Great Seal of  
the State of California this day of  
September 11, 1998



*Bill Jones*

Secretary of State