

F99000003752

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

500002938555--1
-07/22/99--01047--017
*****70.00 *****70.00

CORPORATION(S) NAME

Learning Pays.com, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

07/22/99

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUL 22 AM 11:16

99 JUL 22 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
7/22

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 Pays.com, 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. 65-0917085
(FEI number, if applicable)

4. May 10, 1999
(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 817.155, F.S.))

7. 4308 N.E. 22nd Avenue, Fort Lauderdale, Florida 33308

(Current mailing address)

8. Educational internet products, services and communications
(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

Connie Bryan
(Registered agent's signature) (Officer)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

FILED
99 JUL 22 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Mark F. Thimmig

Address: 4308 N.E. 22nd Avenue
Fort Lauderdale, Florida 33308

Vice President: _____

Address: _____

Secretary: Mark F. Thimmig

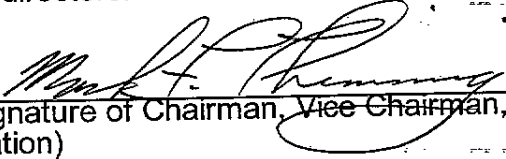
Address: 4308 N.E. 22nd Avenue
Fort Lauderdale, Florida 33308

FILED
99 JUL 22 PM 12:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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. Mark F. Thimmig, Chief Executive Officer
(Typed or printed name and capacity of person signing application)

FILED
99 JUL 22 PM 12:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

**Directors of
Learning Pays.com, Inc.**

1. Mark F. Thimmig
4308 N.E. 22nd Avenue
Fort Lauderdale, Florida 33308
2. Steven Kalafer
4308 N.E. 22nd Avenue
Fort Lauderdale, Florida 33308
3. Kim Hackett
4308 N.E. 22nd Avenue
Fort Lauderdale, Florida 33308
4. Tom Shea
4308 N.E. 22nd Avenue
Fort Lauderdale, Florida 33308

FILED
99 JUL 22 PM 12:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LEARNING PAYS.COM, 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 TWENTY-FIRST DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

3040956 8300

991298718

AUTHENTICATION:

DATE:

9876505

07-21-99

FILED

99 JUL 22 PM 12:31

SECRETARY OF STATE
TALLAHASSEE FLORIDA