



THE UNITED STATES
CORPORATION
COMPANY

599000003942

ACCOUNT NO. : 072100000032

REFERENCE : 324111 4326542

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pzib

ORDER DATE : July 29, 1999

ORDER TIME : 4:29 PM

ORDER NO. : 324111-005

CUSTOMER NO: 4326542

4000002946764--0

CUSTOMER: Shari Comins, Legal Asst
Shaw, Pittman, Potts &
1676 International Drive
14th Floor
McLean, VA 22102

FOREIGN FILINGS

NAME: CXCHANGE CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

99 JUL 30 AM 9:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

2/2

RECEIVED
99 JUL 30 PM 4:49
DEPT. OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CxChange Corporation
(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:

Henry Schlenker

(Name of Person)

CxChange Corporation

(Firm/Company)

8201 Greensboro Drive, Suite 215

(Address)

McLean, Virginia 22102

(City/State/Zip)

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

Henry Schlenker

(Name of Person)

at (703) 790-6145

(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

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

**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. CxChange 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. Delaware 3. 54-1767922
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 3, 1995 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon acceptance of application
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 5519-B Hanley Road
Tampa, Florida 33634
(Current mailing address)

8. providing career based programming
(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: Corporation Service Company

Office Address: 1201 Hays Street
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.

Laura E. Duff
(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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99 JUL 30 AM 9:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Chairman: Bruce Finland

Address: 8201 Greensboro Drive, Suite 215
McLean, Virginia 22102

Vice Chairman: _____

Address: _____

Director: Henry Schlenker

Address: same as above

Director: Dr. Jesse Coles

Address: same as above

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

President: Bruce Finland

Address: same as above

Vice President: _____

Address: _____

Secretary: Henry Schlenker

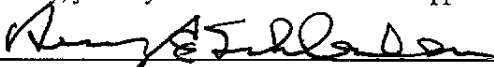
Address: same as above

Treasurer: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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. Henry Schlenker, Secretary
(Typed or printed name and capacity of person signing application)

ADDENDUM

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Director: Edwin Phelps

Address: 8201 Greensboro Drive, Suite 215
McLean, VA 22102

Director: George Jenkins

Address: same as above

Director: Thomas Hirshfield

Address: same as above

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TALLAHASSEE FLORIDA

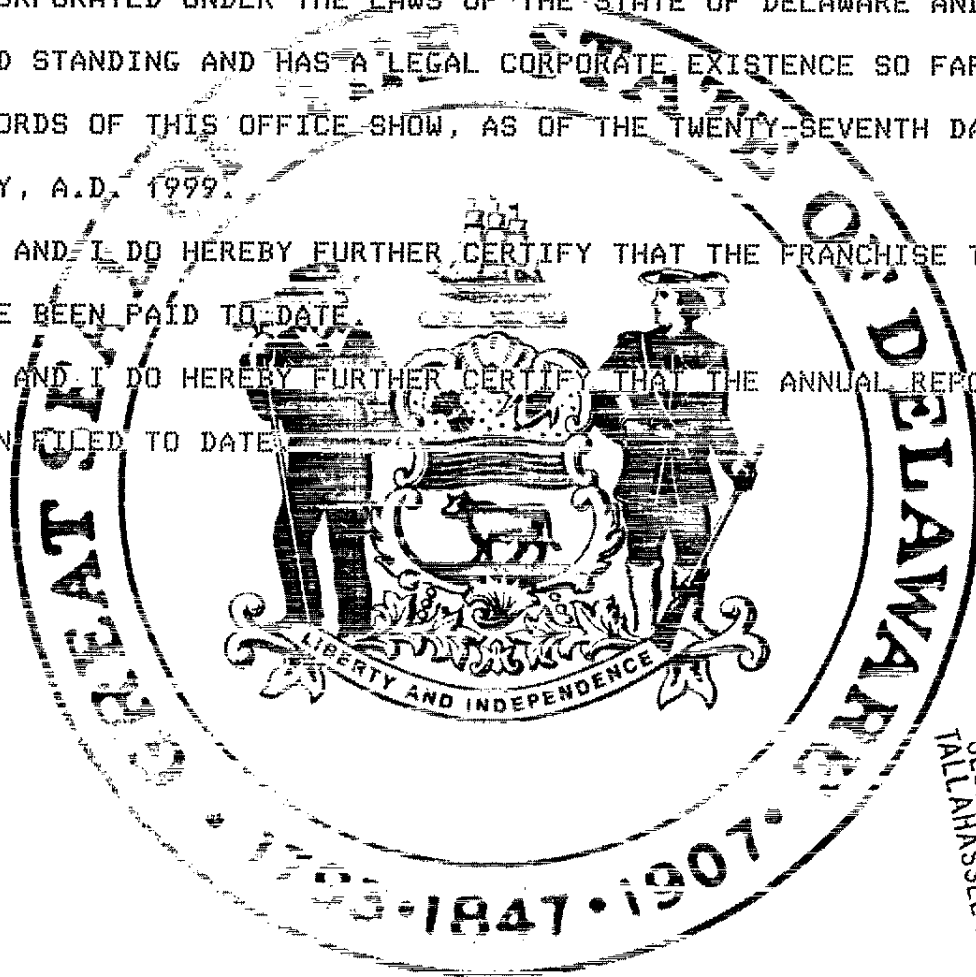
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CXCHANGE CORPORATION" 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-SEVENTH DAY OF JULY, A.D. 1999.

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

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



FILED
99 JUL 30 AM 9:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2486037 8300

DATE: 9889026

991309761

07-27-99