

F99000004580

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: LearningSoft 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:

John C. Borden

(Name of Person)

The Red Hot Law Group of Ashley, LLC
(Firm/Company)

817 West Peachtree St., Ste. 400
(Address)

Atlanta, Georgia 30308-1138
(City/State/Zip)

000002953010-2
-08/06/99-01078-012
*****70.00 *****70.00

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

John C. Borden

(Name of Person)

at (404) 575-1900

(Area Code & Daytime Telephone Number)

W9978725

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

AL

Enclosed is a check for the following amount:

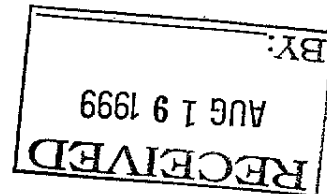
- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 12, 1999

JOHN C. BORDEN
THE RED HOT LAW GROUP OF ASHLEY, LLC
817 WEST PEACHTREE ST., SUITE 400
ATLANTA, GA 30308-1138



SUBJECT: LEARNINGSOFT CORPORATION
Ref. Number: W99000018725

We have received your document for LEARNINGSOFT CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 099A00040876

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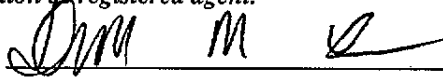
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. LearningSoft 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 25, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. May 25, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 15951 McGregor Blvd., Suite 2C
Ft. Myers, Florida 33908
(Current mailing address)
8. Executive Offices
(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: David Cole
- Office Address: 15951 McGregor Blvd., Ste. 2C
Ft. Myers, Florida, 33908
(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.



(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: David M. Cole

Address: 15951 McGregor Blvd., Suite 2C

Ft. Myers, Florida 33908

Vice Chairman: Sunil Gupta

Address: 15951 McGregor Blvd., Suite 2C

Ft. Myers, Florida 33908

Director: _____

Address: _____

Director: _____

Address: _____

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

President: David M. Cole

Address: 15951 McGregor Blvd., Suite 2C

Ft. Myers, Florida 33908

Vice President: Sunil Gupta

Address: 15951 McGregor Blvd., Suite 2C

Ft. Myers, Florida 33908

Secretary: _____

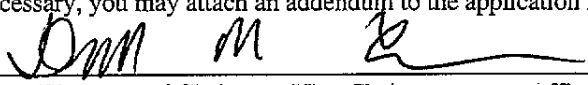
Address: _____

Treasurer: _____

Address: _____

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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. David M. Cole, President

(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LEARNINGSOFT 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 THIRTEENTH DAY OF JULY, A.D. 1999.

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9859891

DATE:

07-13-99