

Document **For Only**

F99000004969

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

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*****70.00 *****70.00

CORPORATION(S) NAME

JLC Learning Corporation

☒ Profit	☐ Amendment	☐ Merger
☐ Nonprofit		
☒ Foreign	☐ Dissolution/Withdrawal	☐ Mark
	☐ Reinstatement	
☐ Limited Partnership	☐ Annual Report	☐ Other
☐ LLC	☐ Name Registration	☐ Change of RA
	☐ Fictitious Name	☐ UCC
☐ Certified Copy	☐ Photocopies	☐ CUS
☐ Call When Ready	☐ Call If Problem	☐ After 4:30
☒ Walk In	☐ Will Wait	☒ Pick Up
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DIVISION OF CORPORATIONS
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09 SEP 27 PM 3:26
09 SEP 27 PM 1:24
TALLAHASSEE, FL

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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. JLC LEARNING 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

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

3. 13-4066535

(FEI number, if applicable)

4. May 12, 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 817.156, F.S.))

7. 7878 N. 16th Street, Ste. 100, Phoenix, Arizona 85020

(Current mailing address)

8. Sale, Service, Publish Educational Software

(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

Vickie M. Prince

(Registered agent's signature) (Officer)

Vickie M. Prince, Assistant secretary

(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: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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. Curtis Hedges, Vice President

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

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JLC LEARNING CORPORATION**Board:**

1. **Timothy C. Collins.** 406-64-9112
Ripplewood Holdings, L.L.C.
One Rockefeller Plaza, New York, NY 10020
212-218-2700
Home: 384 New Rochelle Rd.
Bronxville NY 10708
914-337-1194 (home phone)
2. **Charles L. Lanrey.** 056-86-8721
Ripplewood Holdings, L.L.C.
One Rockefeller Plaza, New York, NY 10020
212-218-2719
Home: 124 West 60th St.
New York, NY 10708
212-247-0334 (home phone)
3. **Robert S. Lynch.** 112-50-5881
Ripplewood Holdings, L.L.C.
One Rockefeller Plaza, New York, NY 10020
212-218-2726
4. **Martin Kenney.** 154-40-1610
JLC Learning Corporation
9920 Pacific Heights Blvd., Ste. 500
San Diego CA 92121
858-646-6440
Home: 41 Greenlawn Rd., Paoli, PA 19301
610-640-0848 (home phone)
610-993-8798 (home fax)
5. **David Veit.** 566-90-0687
Home: 43 Cowdin Lane
Chappaqua, NY 10514
914-242-1120 (home phone)
914-241-9491 (home fax)

Officers:

1. **Martin Kenney, CEO.** 154-40-1610
JLC Learning Corporation
9920 Pacific Heights Blvd., Ste. 500
San Diego CA 92121
858-646-6440
Home: 41 Greenlawn Rd., Paoli, PA 19301
610-640-0848 (home phone)
610-993-8798 (home fax)
2. **Joyce F. Russell, CFO & Secretary.** 391-60-4020
JLC Learning Corporation
9920 Pacific Heights Blvd., Ste. 500
San Diego CA 92121
858-646-6262
Home: 15520 Harrow Lane, Poway CA 92064
858-679-8485 (home phone)
3. **Curtis Hedges, Vice President.** 518-62-5776
JLC Learning Corporation
7878 N. 16th Street, Ste. 100
Phoenix, AZ 85020
Home: 14805 S. 7th Way, Phoenix AZ 85048
602-460-5700 (home phone)
4. **Therese Crane, President.** 449-90-5590
JLC Learning Corporation
9920 Pacific Heights Blvd., Ste. 500
San Diego CA 92121
858-646-6464
Home: 6304 Woodstream Ct., Dallas TX 75240
972-702-0590 (home phone)
5. **Susan Collins, Vice President.** 542-50-9920.
JLC Learning Corporation
9920 Pacific Heights Blvd., Ste. 500
San Diego CA 92121
858-646-6363
Home: 2275 Calle Frescota, La Jolla, CA 92037
858-551-1753 (home phone)
6. **Nancy Lockwood, Vice President.** 263-84-6157
JLC Learning Corporation
9920 Pacific Heights Blvd., Ste. 500
San Diego CA 92121
858-646-6250
Home: 11430 Spruce Run Dr.
San Diego CA 92131
858-539-0555 (home phone)
7. **Maria Iannuzo, Asst. Treasurer.** 091-56-6791
JLC Learning Corporation
7878 N. 16th Street, Ste. 100
Phoenix, AZ 85020
Home: 2102 E. Friess Drive, Phoenix AZ 85022
602-971-9803 (home phone)

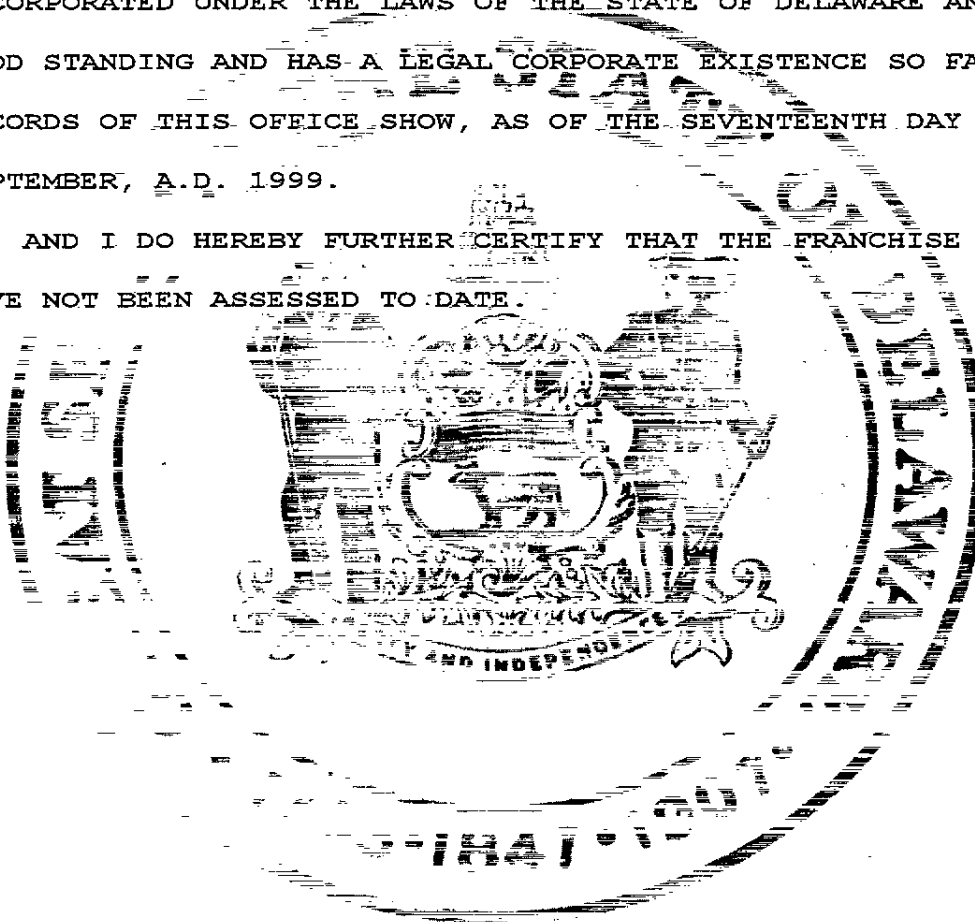
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JLC LEARNING 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 SEVENTEENTH DAY OF SEPTEMBER, A.D. 1999.

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9974306

DATE:

09-17-99