



F99000005658

ACCOUNT NO. : 072100000032 5658

REFERENCE : 425319 5090162

AUTHORIZATION : Patricia Kight

COST LIMIT : \$ 78.75

ORDER DATE : October 21, 1999

ORDER TIME : 2:27 PM

ORDER NO. : 425319-005

CUSTOMER NO: 5090162

CUSTOMER: Mr. John Kemp
Skillsoft Inc.
Suite 400 East
1900 Nw Corporate Boulevard
Boca Raton, FL 33431

100003029831--8

FOREIGN FILINGS

NAME: SKILLSOFT INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 29 PM 4: 06

RECEIVED
99 OCT 29 PM 3: 59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK 10/29/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 1, 1999

TAMARA ODOM
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: SKILLSOFT INC.
Ref. Number: W99000025061

RESUBMIT

Please give original
submission date as file date.

10/29/99

We have received your document for SKILLSOFT INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 699A00052-80

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 NOV -2 PM 1:40

RECEIVED

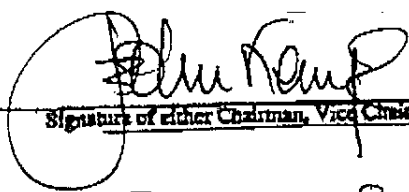
RECEIVED
DIVISION OF CORPORATIONS
99 OCT 29 PM 4:06

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned JOHN KEMP do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

SKILLSOFT INC.
(Corporate Name)a corporation duly organized and existing under the laws of the State of NEW JERSEY,
was duly adopted on 23 SEPTEMBER, 19 95.Be it resolved, that SKILLSOFT INC.
(Corporate Name)
organized and existing in the State of NEW JERSEY, hereby adopts the nameSKILLSOFT INTERNATIONAL, INC. for use in Florida.Dated: 2 NOVEMBER 1999
Signature of either Chairman, Vice Chairman or any officerJOHN KEMP
Type or print name

**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.*

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 29 PM 4:06

1. SKILLSOFT 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. NEW JERSEY
(State or country under the law of which it is incorporated)
3. 22-3403388
(FEI number, if applicable)
4. 10/03/95
(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. 20283 STATE ROAD 7, SUITE 300, BOCA RATON, FL 33498
(Current mailing address)

8. COMPUTER CONSULTING
(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.

Corporation Service Company

By: [Signature]
(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)

RECEIVED
DIVISION OF CORPORATIONS
99 OCT 29 PM 4:06

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

Chairman: JOHN KEMP

Address: 20283 STATE ROAD 7, SUITE 300, BOCA RATON, FL
33498

Vice Chairman: John Kemp

Address: 20283 State Road 7, Suite 300, Boca Raton, FL
33498

Director: JOHN KEMP

Address: 20283 STATE ROAD 7, SUITE 300, BOCA RATON, FL 33498

Director: _____

Address: _____

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

President: JOHN KEMP

Address: 20283 STATE ROAD 7, SUITE 300, BOCA RATON, FL
33498

Vice President: JOHN KEMP

Address: 20283 STATE ROAD 7, SUITE 300, BOCA RATON, FL 33498

Secretary: SAME

Address: _____

Treasurer: SAME

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. JOHN KEMP, PRESIDENT.

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

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

SKILLSOFT INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on October 3, 1995.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

Corporation Service Company
830 Bear Tavern Rd
Trenton, NJ 08628

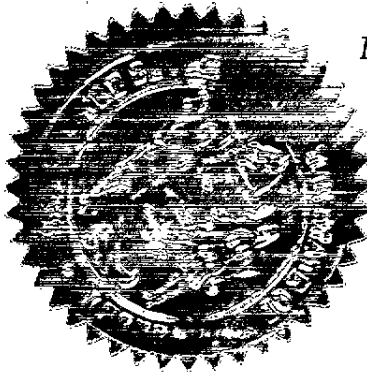
Continued on next page . . .

69 OCT 29 P.M.

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

SKILLSOFT INC.

99 OCT 29 PM 4:06



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
22nd day of October, 1999

Roland M Machold

Roland M Machold
Treasurer