



# F99000005819

ACCOUNT NO. : 072100000032  
 REFERENCE : 447490 7179202  
 AUTHORIZATION : *Patricia Pizut*  
 COST LIMIT : \$ 70.00

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 99 NOV -9 PM 5: 33

ORDER DATE : October 29, 1999  
 ORDER TIME : 3:09 PM  
 ORDER NO. : 447490-280  
 CUSTOMER NO: 7179202

800003040469--4

CUSTOMER: Ms. Jennifer M. Williams  
 Zapme! Corporation  
 3000 Executive Parkway  
 Suite 150  
 San Ramon, CA 94583

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FOREIGN FILINGS

NAME: ZAPME! CORPORATION

*6*

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

*Angie Glisar 11/9/99*

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 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

**TRANSMITTAL LETTER**

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: ZapMe! Corporation

(Name of corporation - must include suffix)

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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:

Jennifer Williams

(Name of Person)

(Firm/Company)

Suite 150, 3000 Executive Parkway

(Address)

San Ramon, CA 94583

(City/State/Zip)

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

Jennifer Williams

(Name of Person)

at ( 925 ) 543 9262

(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:

\$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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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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. ZapMe! 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. 91-1836242  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 22, 1999 5. Perpetual  
(Date of incorporation) (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. c/o Jennifer Williams, Suite 150, 3000 Executive Parkway  
San Ramon, CA 94583  
(Current mailing address)

8. To install and remotely operate computer labs in various public schools. To engage in any act or activity for which corporations may be organized.  
(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: Karen E. Wehner  
(Registered agent's signature)

Karen E. Wehner, Assistant Vice President

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)

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

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: See attached officers/directors rider

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. Robert Stoffregen, Vice President  
(Typed or printed name and capacity of person signing application)

## Officers/directors list for ZapMe! Corporation

### Officers:

Rick Inatome  
President & CEO  
SSN# 363-58-9069  
293 Wilshire Drive  
Bloomfield Hills, MI 48302

Lance Mortensen  
CEO (6/25/97)  
SSN# 563-72-4921  
117 Warwick Cr.  
Alamo, CA 94507

W. Scott Burwell  
Chief Information Officer  
SSN# 476-52-4959  
3100 Lynbrook Drive  
Plano, TX 75075

Robert S. Stoffregen  
VP & CFO (1/1/99)  
SSN# 469-56-9655  
1081 Bollinger Canyon Road  
Moraga, CA 94556

Bruce D. Bower  
VP, General Counsel & Secretary (11/13/98)  
SSN# 079-40-4495  
99 Princeton Road  
Menlo Park, CA 94025

Royce Johnson  
VP, Vertical markets (10/6/98)  
SSN# 506-64-8078  
13237 Paramount Drive  
Saratoga, CA 95070

Don Kingsborough  
Sr. VP, Sales & Marketing (4/12/99)  
SSN# 572-74-0591  
1121 Eagles Nest Court  
Danville, CA 94506

Robert Rudy  
VP, Operations (3/29/99)  
SSN# 264-21-8506  
14215 NW Whistler Lane  
Portland, OR 97229

### Directors:

Lance Mortensen  
(listed above)

Michael Arnouse  
15 Hickory Drive  
Old Brookville, NY 11545

Darryl Deaton  
172 Serra Court  
Vallejo, CA 94590

Doug Becker  
Bus: Sylvan Learning Systems  
1000 Lancaster Street  
Baltimore, MD 21202  
Res: 100 Harborview Drive, Apt. #PH-1C  
Baltimore, MD 21230

Rick Inatome  
(listed above)

Thomas Hitchner  
Bus: Quest Mark  
1 South Stret, Suite 800  
Baltimore, MD 21202  
Res: 200 Wyndhurst Ave.  
Baltimore, MD 21210

Jack Kemp  
Bus: Empower America  
1701 Pennsylvania Ave.  
Washington, DC 20006  
Res: 7904 Greentree Road  
Bethesda, MD 20817

Note: Residential addresses are listed. Business address for all officers and directors is:  
3000 Executive Parkway, Suite 150, San Ramon, CA 94583  
(unless otherwise listed)

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZAPME! 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 SECOND DAY OF NOVEMBER, A.D. 1999.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ZAPME! CORPORATION" WAS INCORPORATED ON THE TWENTY-SECOND DAY OF JULY, A.D. 1999.



*Edward J. Freel*

Edward J. Freel, Secretary of State

3063912 8300

AUTHENTICATION: 0058973

991464978

DATE: 11-02-99