



THE UNITED STATES
CORPORATION
COMPANY

F99000006211

ACCOUNT NO. : 072100000032

REFERENCE : 487726 7197690

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : November 18, 1999

ORDER TIME : 8:55 AM

ORDER NO. : 487726-035

500003058445-7

CUSTOMER NO: 7197690

CUSTOMER: Matt Plasker, Cpa
Universal Learning Technology
Two Corporation Way
Suite 260
Peabody, MA 01960

FOREIGN FILINGS

NAME: UNIVERSAL LEARNING TECHNOLOGY,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 12 AM 11:20

RECEIVED
99 DEC -2 AM 9:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

mk
12/2/99

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

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. UNIVERSAL LEARNING TECHNOLOGY, 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. Massachusetts

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

3. 04-3392637

(FEI number, if applicable)

4. October 27, 1995

(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. Suite 260, Two Corporation Way

Peabody, MA 01960

(Current mailing address)

To solicit customers to license its proprietary software. To engage in any act or activity for which corporations may be organized.

8. _____

(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: Kathrine J. Leblanc, Asst V/P

(Registered agent's signature)

Kathrine J. Leblanc, 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)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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. Carol Vallone, President

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

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STATIONS

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

UNIVERSAL LEARNING TECHNOLOGY, INC.

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List of Officers

Name: CAROL VALLONE Title: PRESIDENT
Bus. Addr.: c/o WEBCT, INC, TWO CORPORATION WAY, PEABODY, MA 01960

Name: WILLIAM ASHER Title: ASST. SECRETARY
Bus. Addr.: 125 HIGH STREET, BOSTON, MA 02110
c/o Testa Hurwitz Thibault

List of Directors

Name: GUY BRADLEY Term:
Bus. Addr.: c/o CMG VENTURES 100 BRICKSTONE SQUARE, ANDOVER, MA 01810

Name: PETER ROBERTS Term:
Bus. Addr.: c/o BANCOSTON VENTURES 175 FEDERAL STREET, BOSTON, MA 02110

Name: NURI WISSA Term:
Bus. Addr.: c/o KESTREAL VENTURE MANAGEMENT 31 MIL STREET, SUITE 510, BOSTON, MA 02109

Name: OLIVER WARD, MTDC Term:
Bus. Addr.: c/o GERMANIUM POWER DEVICES 300 BRICKSTONE SQ. YORK ST., ANDOVER, MA 01810

Name: CAROL VALLONE Term:
Bus. Addr.: 300 BRICKSTONE SQ. YORK ST., ANDOVER, MA 01810



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -2 AM 11:20

November 30, 1999

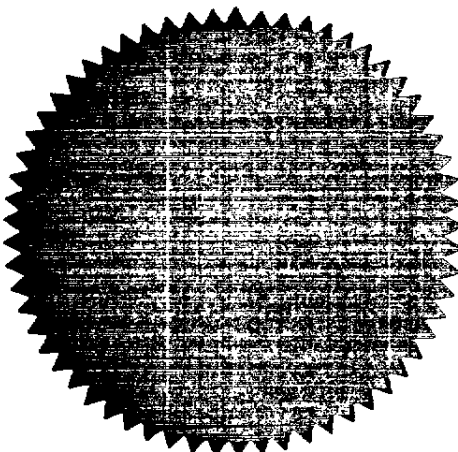
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

UNIVERSAL LEARNING TECHNOLOGY, INC.

is a domestic corporation organized on **September 24, 1997**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

