

UCC#  
403 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

*10000000 435*

CONTACT: CINDY HICKS

DATE: 3/6/00

REF. #: 0173-10853

CORP. NAME: Metiri Group LLC

600003157976--0  
-03/06/00--01036--010  
\*\*\*155.00 \*\*\*155.00

- ARTICLES OF INCORPORATION     ARTICLES OF AMENDMENT     ARTICLES OF DISSOLUTION
- ANNUAL REPORT     TRADEMARK/SERVICE MARK     FICTITIOUS NAME
- FOREIGN QUALIFICATION     LIMITED PARTNERSHIP     LIMITED LIABILITY
- REINSTATEMENT     MERGER     WITHDRAWAL
- CERTIFICATE OF CANCELLATION     UCC-1     UCC-3
- OTHER: \_\_\_\_\_

FILED  
00 MAR -6 PM 1:40  
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 17825 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

RECEIVED  
00 MAR -6 AM 9:54  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

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

\_\_\_\_\_  
Examiner's Initials

*SL*

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. METIRI GROUP LLC  
(Name of foreign limited liability company)

2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 95-4784909  
(FEI number, if applicable)

4. February 11, 2000  
(Date of Organization)

5. perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")

6. February 27, 2000  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 122 Ocean Park Blvd., Suite 306  
Santa Monica, CA 90405  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The usual business addresses of the managing members or managers are as follows:

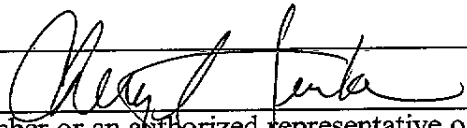
Cheryl Lemke

122 Ocean Park Blvd., Suite 306

Santa Monica, CA 90405

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Educational technology  
and support services



Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Cheryl Lemke  
Typed or printed name of signee

RECEIVED  
MAR 5 11 40 AM '00  
TALLAHASSEE, FLORIDA  
FILED

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

METIRI GROUP LLC

2. The name and the Florida street address of the registered agent and office are:

NRAI Services, Inc.

(Name)

526 East Park Ave.

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

C Baclet

(Signature)

C. Baclet, Vice President

\$100.00	<b>Filing Fee for Application</b>
\$ 25.00	<b>Designation of Registered Agent</b>
\$ 30.00	<b>Certified Copy (optional)</b>
\$ 5.00	<b>Certificate of Status (optional)</b>

FILED  
00 MAR -6 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METIRI GROUP LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "METIRI GROUP LLC" WAS FORMED ON THE ELEVENTH DAY OF FEBRUARY, A.D. 2000.

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



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0280619  
DATE: 02-25-00