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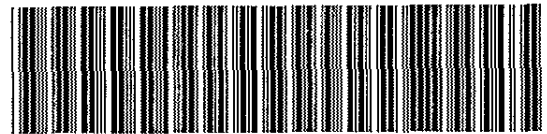
(Business Entity Name)

(Document Number)

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FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 458981 4305017
AUTHORIZATION : *Patricia Pijoto*
COST LIMIT : \$ 125.00

FILED
04 FEB 27 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 25, 2004

ORDER TIME : 10:04 AM

ORDER NO. : 458981-005

CUSTOMER NO: 4305017

CUSTOMER: Ms Caryn Schmidt
Bell Boyd & Lloyd LLC
Suite 3100
70 West Madison Street
Chicago, IL 60602

FOREIGN FILINGS

NAME: CHICAGO EDUCATIONAL
PUBLISHING COMPANY, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER: _____

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.301, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Chicago Educational Publishing Company, LLC
(Name of foreign limited liability company)
2. Illinois
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 52-2401656
(FBI number, if applicable)
4. December 30, 2003
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon acceptance of application.
(Date first transacted business in Florida (See sections 608.301, 608.302, and 617.133, F.S.))
7. 70 West Madison St., Suite 1100, Chicago, IL 60602
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:
- Max Bell, 5759 S. Kanwood, Chicago, IL 60637
- Jean Bell, 5759 S. Kanwood, Chicago, IL 60637
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: The transaction of any or all lawful business for which limited liability companies may be organized under the Illinois Limited Liability Act and permitted under the laws of the State of Florida.

Jean Bell
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.)

Jean Bell Authorized Representative
Typed or printed name of signer

**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:

Chicago Educational Publishing Company, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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.


(Signature)

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

File Number

0108246-9



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

CHICAGO EDUCATIONAL PUBLISHING COMPANY, LLC,
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON DECEMBER 30, 2003,
APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED
LIABILITY COMPANY ACT OF THIS STATE RELATING TO THE FILING
OF THE ARTICLES AND PAYMENT, AND IS ORGANIZED TO TRANSACT
BUSINESS IN THE STATE OF ILLINOIS.



*In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this* 25TH
day of FEBRUARY A.D. 2004

Jesse White

SECRETARY OF STATE