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To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

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\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address:

Foreign Limited Liability Company
Kaplan K12 Learning Services, LLC

Table with 2 columns: Item, Value. Rows: Certificate of Status (0), Certified Copy (1), Page Count (06), Estimated Charge (\$155.00)

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Kaplan K12 Learning Services, LLC  
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Richard P. Ghiraldi  
Name of Person

Kaplan, Inc.  
Firm/Company

395 Hudson Street  
Address

New York, NY 10014  
City/State and Zip Code

richard.ghiraldi@kaplan.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Richard P. Ghiraldi at ( 212 ) 974-2779  
Name of Person Area Code Daytime Telephone Number

**MAILING ADDRESS:**  
Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**  
Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

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

*IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. Kaplan K12 Learning Services, LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. 80-0784387  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

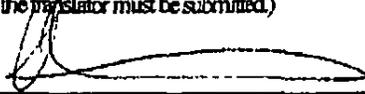
4. February, 2012  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 395 Hudson Street, New York, NY 10014  
(Street Address of Principal Office)

6. \_\_\_\_\_  
(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:  
See attached Exhibit A.

8. 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.)



Signature of an authorized person

(In accordance with section 605.0203, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Christopher Neumann

Typed or printed name of signer

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

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), 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:

Kaplan K12 Learning Services, LLC

If unavailable, the alternate to be used in the state of Florida is:

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

C T Corporation System  
(Name)

1200 South Pine Island Road  
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation FL 33324  
City/State/Zip

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*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 605, Florida Statutes.*

C T Corporation System  
By: Connie Bryan (Signature) **Connie Bryan**  
Assistant Secretary

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

Exhibit A

Kaplan K12 Learning Services, LLC

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
John Polstein	Chief Executive Officer	395 Hudson Street, New York, NY 10014
Lorin Thomas-Tavel	Chief Operating Officer	395 Hudson Street, New York, NY 10014
Giuseppe (Seppy) Basili	VP & General Manager	395 Hudson Street, New York, NY 10014
Mark Friedberg	VP & General Manager	395 Hudson Street, New York, NY 10014
Mathew Seelye	VP & Treasurer	6301 Kaplan University Ave, Fort Lauderdale, FL 33309
Janice Block	VP & Secretary	550 W. Van Buren St., 2nd Floor, Chicago, IL 60607
Jeffrey Elie	VP - Real Estate	395 Hudson Street, New York, NY 10014
Kevin Corser	Assistant Treasurer	1015 Windward Ridge Pkwy, Alpharetta, GA 30005
Matthew Griffin	Assistant Secretary	395 Hudson Street, New York, NY 10014
Christopher Neumann	Assistant Secretary	395 Hudson Street, New York, NY 10014

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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KAPLAN K12 LEARNING SERVICES, 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 SECOND DAY OF JANUARY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

5109518 8300

140004406



You may verify this certificate online at [corp.delaware.gov/authvar.shtml](http://corp.delaware.gov/authvar.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1028680

DATE: 01-02-14