

5/23/2014 16:02

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Division of Corporations

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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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

****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
Substitute Acquisition, LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

RECEIVED

14 MAY 23 PM 3:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10:00 AM 5/23/2014

Electronic Filing Menu

Corporate Filing Menu

Help

B. BOSTICK

MAY 27 2014

EXAMINER

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Substitute Acquisition, 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:

Tina Misteri

Name of Person

Substitute Acquisition, LLC

Firm/Company

2711 Centerville Rd Suite 400

Address

Wilmington, DE 19808

City/State and Zip Code

accounting@eschoolsolutions.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tina Misteri

Name of Contact Person

at (407)

Area Code

383-9316

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

2014 MAY 23 AM 10:01
10:01 AM 5/23/2014

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

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

1. Substitute Acquisition, 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. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. State of Delaware

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

3. 46-5655192

(FEI number, if applicable)

4. May 23, 2014

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

5.

604 Courtland Street Suite 300, Orlando FL 32804

(Street Address of Principal Office)

6. 604 Courtland Street Suite 300, Orlando FL 32804

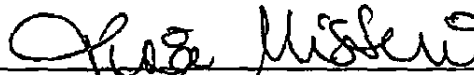
(Mailing Address)

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

Ron Huberman - Chairman of the Board - 604 Courtland Street Suite 300 Orlando, FL 32804

Tina Misteri - Chief Financial Officer - 604 Courtland Street Suite 300 Orlando, FL 32804

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.)



Typed or printed name of signer

**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:

Substitute Acquisition, 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:

NRAI Services, Inc.

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

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 605, Florida Statutes.

By: NRAI Services, Inc.

(Signature)

Norine Nagel-Asst. Secretary

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

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUBSTITUTE ACQUISITION, 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-THIRD DAY OF MAY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SUBSTITUTE ACQUISITION, LLC" WAS FORMED ON THE TWENTY-SECOND DAY OF APRIL, A.D. 2014.

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

2014-05-23 A 3:02


FILED

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1397094

DATE: 05-23-14