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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

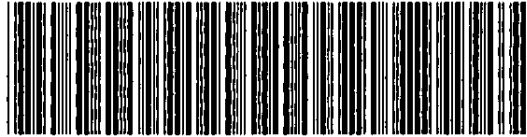
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Cuffigan MAY -8 2015

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Academic Merit, 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:

Ogden Morse

Name of Person

Academic Merit, LLC

Firm/Company

P.O. Box 519

Address

Portland, ME 04112

City/State and Zip Code

omorse3@academicmerit.com

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

For further information concerning this matter, please call:

Ogden Morse

Name of Contact Person

at (**207**) **210-6564**

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

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. Academic Merit, 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. Maine

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

3. 01-0682699

(FEI number, if applicable)

4. _____

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

5. 23 Phillips Road

Falmouth, ME 04105

(Street Address of Principal Office)

6. P.O. Box 519

Portland, ME 04112

(Mailing Address)

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TALLAHASSEE, FLORIDA

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

Steve Shapiro (Chief Executive)

Ogden Morse (Chief Product Officer)

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)

H. Ogden Morse III

Digitally signed by H. Ogden Morse III
DN: cn=H. Ogden Morse III, ou=Academic Merit, LLC, ou=
email=omorse3@academicmerit.com, c=US
Date: 2015.04.24 13:59:59 -0400

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.)

H. Ogden Morse III

Typed or printed name of signee

**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:

Academic Merit, LLC

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

Classroom2day, LLC

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

Michael Ficara

(Name)

12240 SW 53rd St Suite 512

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

Cooper City,

FL

33330

City/State/Zip

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TALLAHASSEE, FLORIDA

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.

Digitally signed by Michael Ficara
DN: cn=Michael Ficara, o=Classroom2day, ou,
email=mficara@classroom2day.com, c=US
Date: 2015.04.25 12:45:49 +03'00'Z

(Signature)

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

State of Maine



Department of the Secretary of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the reports of formation, amendment and cancellation of articles of organization of limited liability companies and annual reports filed by the same.

I further certify that ACADEMIC MERIT, LLC, formerly WAY INTERACTIVE, INC., formerly WAY INTERACTIVE, LLC is a duly formed limited liability company under the laws of the State of Maine and that the date of formation is March 05, 2004.

I further certify that said limited liability company has filed annual reports due to this Department, and that no action is now pending by or on behalf of the State of Maine to forfeit the articles of organization and that according to the records in the Department of the Secretary of State, said limited liability company is a legally existing limited liability company in good standing under the laws of the State of Maine at the present time.

In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed. Given under my hand at Augusta, Maine, this twenty-fourth day of April 2015.



A handwritten signature in black ink, appearing to read 'Matthew Dunlap', written over a horizontal line.

Matthew Dunlap
Secretary of State