

M 98000001200



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 986668 4312639

AUTHORIZATION : *Katherine Pugh*

COST LIMIT : \$ 285.00

ORDER DATE : October 6, 1998

ORDER TIME : 9:47 AM

ORDER NO. : 986668-005

CUSTOMER NO: 4312639

CUSTOMER: Ms. Mary Keogh
Skadden Arps Slate Meagher &
One Rodney Square
Po Box 636
Wilmington, DE 19899

DIVISION OF CORPORATION

98 OCT 19 AM 10:55

RECEIVED

FOREIGN FILINGS

NAME: MOBILE COMPUTER TRAINING LLC

(4)

XXXX QUALIFICATION (TYPE: LL)

100002666621--3

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
X PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

98 OCT 19 AM 11:52

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

OK
10/19/98

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 19 AM 11:52

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:

MOBILE COMPUTER TRAINING LLC

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

Corporation Service Company

(Name)

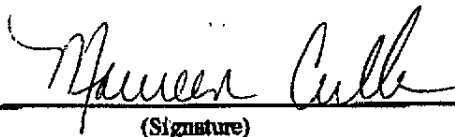
1201 Hays Street

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.



(Signature)


Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of _____
MOBILE COMPUTER TRAINING LLC certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 100,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 100,000.00;
(This total includes amounts from 2 and 3 above.)



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

MORT NYMAN

Typed or printed name of signer

Filing Fee: \$250.00 for Application and Affidavit

State of Delaware
Office of the Secretary of State

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FILED STATE
SECRETARY OF CORPORATIONS
98 OCT 19 AM 11:52

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MOBILE COMPUTER TRAINING 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 SIXTEENTH DAY OF OCTOBER, A.D. 1998.

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

2946095 8300

981400333

9358293

10-16-98



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: