



THE UNITED STATES
CORPORATION
COMPANY

M99000000/156

ACCOUNT NO. : 072100000032

REFERENCE : 236453 7183139

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 285.00

ORDER DATE : May 11, 1999

ORDER TIME : 4:05 PM

ORDER NO. : 236453-005

0000002942160--9

CUSTOMER NO: 7183139

CUSTOMER: Mr. Dennis Little
Mr. Dennis Little
3131 Greenhead Drive Ste. D

Springfield, IL 62707

FOREIGN FILINGS

NAME: EDUCATIONAL NETWORKS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
99 JUL 26 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JUL 26 PM 4:42
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Sc
7-27-99

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

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Educational Networks, LLC
(Name of foreign limited liability company)
2. Illinois
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 36-4254357
(FEI number, if applicable)
4. 10/23/98
(Date of Organization)
5. December 31, 2050
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 1, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 7373 E. Doubletree Ranch Road, Suite 155
Scottsdale, AZ 85258
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida. (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Brent Richardson	MGRM		
7373 E. DOUBLETREE RANCH ROAD	SUITE 155		
SCOTTSDALE, AZ 85258			

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

199 JUL 26 AM 8:57

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

The undersigned member or authorized representative of a member of Educational Networks, LLC

_____ certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$2100,000.00;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ NONE;
(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.)

Brent D. Richardson
Signature of a member or an 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.)

Brent D. Richardson

Typed or printed name of signee

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99 JUL 26 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

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:

Educational Networks, 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.

Corporation Service Company

By: 

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 26 AM 8:57

FILED

File Number 0023220-3



To all to whom these Presents Shall Come, Greeting:

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

EDUCATIONAL NETWORKS, LLC,
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON OCTOBER 23, 1998,
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 20TH
day of JULY 1999 A.D.*

Jesse White

SECRETARY OF STATE