

M99000001368



ACCOUNT NO. : 072100000032

REFERENCE : 355508 7180958

AUTHORIZATION

COST LIMIT

Patricia Puyot
\$ ~~285.00~~

\$1473.75 - *Per JR*

ORDER DATE : August 26, 1999

ORDER TIME : 9:18 AM

ORDER NO. : 355508-005

CUSTOMER NO: 7180958

400002973154--0

CUSTOMER: Ms. Debbie Griffith
Excell Global Services, Inc.
2175 West 14th Street

Tempe, AZ 85281

FOREIGN FILINGS

NAME: WHY LEARNING SYSTEMS, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 30 PM 3:39

RECEIVED
99 AUG 30 AM 10:33
DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

M99-1368
[Signature]
[Signature]
[Signature]



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 30, 1999

JEANINE REYNOLDS
CSC

SUBJECT: WHY LEARNING SYSTEMS, L.L.C.
Ref. Number: W99000020075

We have received your document for WHY LEARNING SYSTEMS, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being retained for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1188.75.

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

If you have any questions concerning the filing of your document, please call (850) 487-6917.

Gretchen Harvey
Document Specialist Supervisor

Letter Number: 599A00043213

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DIVISION OF CORPORATIONS
99 AUG 30 PM 3:39

**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. Why Learning Systems, L.L.C.

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Arizona

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

3. 86-0914681

(FEI number, if applicable)

4. April 10, 1998

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. April 10, 1998

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 2175 W. 14th St.

Tempe, Arizona 85281

(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:

Dan J. Evanoff

~~Co-Chairman &~~

Mark N. Rogers

VP, Secretary &
General Counsel

2175 W. 14th St.

~~CEO~~ **MGR**

2175 W. 14th St.

Tempe, AZ 85281

Tempe, AZ 85281

Daniel L. Pearce

~~Co-Chairman &~~

W. Gregory Nelson

VP, Treasurer

2175 W. 14th St.

~~CEO~~ **MGR**

2175 W. 14th St.

Tempe, AZ 85281

Tempe, AZ 85281

Bruce Paton

President &

John E. Allen

Ass. Secretary

2175 W. 14th St.

General Manager

2175 W. 14th St.

Tempe, AZ 85281

Tempe, AZ 85281

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 AUG 30 PM 3:39

**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:

Why Learning Systems, L.L.C.

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)

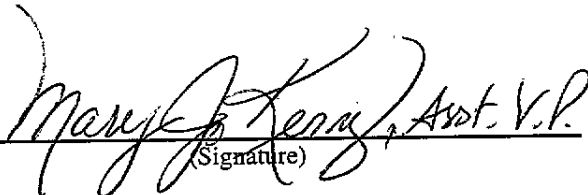
Tallahassee, FL 32301

City/State/Zip

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DIVISION OF CORPORATIONS
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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.

By:

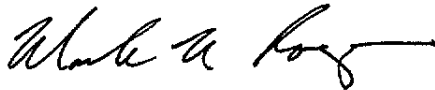

(Signature) Asst. V.P.

Filing Fee: \$ 35 for Designation of Registered Agent

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

The member or authorized representative of a member of Why Learning
System, L.L.C. 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 \$ 1,000 ;
- 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 \$ 1,000 ;
(This total includes amounts from 2 and 3 above.)



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.)

Excell Global Services, Inc. Mark N. Rogers

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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DIVISION OF CORPORATIONS
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STATE OF ARIZONA



Office of the CORPORATION COMMISSION

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****WHY LEARNING SYSTEMS, L.L.C.*****

is a limited liability company organized under the laws of the State of Arizona which filed its Articles of Organization in this office on the 10th day of April 1998.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capitol, this 19th day of August, 1999, A. D.



[Signature]
Executive Secretary

BY: *[Signature]*