

M99000001368

October 14, 2002

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

600008429836--7
-10/17/02--01072--001
*****25.00 *****25.00

To Whom It May Concern:

Please find the attached "Application by Foreign Limited Liability Company for
Withdrawal of Authority to Transact Business in Florida" for WHY Learning Systems.

Please forward all correspondence to:

JFO
Nancy Garcia
6500 Beltline Road Suite 170
Irving, TX 75063

If you should need further assistance with the application please contact me at
972.999.4558.

Sincerely,

Nancy Garcia

Nancy Garcia
Legal Compliance Specialist

Enclosures

FILED
02 OCT 17 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN
FLORIDA**

WHY Learning Systems, LLC

(Name of limited liability company)

Arizona

(Jurisdiction of its organization)

This limited liability company is no longer transacting business in Florida and surrenders its authority to transact business in this state.

This limited liability company revokes the authority of its registered agent to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business in Florida.

6500 Beltline Road Ste 170, Attn: Nancy Garcia

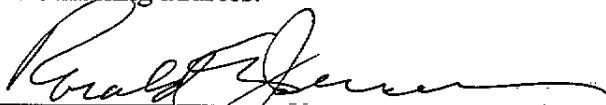
(Mailing address)

Irving, TX 75063

(City/State/Zip)

FILED
OCT 17 AM 10:57
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

The limited liability company agrees to notify the Department of State in the future of any change in its mailing address.



(Signature of member or authorized representative of a member)

(Typed or printed name of signee)

Filing Fee: \$25.00