

# F00000000 5253

Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

\_\_\_\_\_  
\_\_\_\_\_  
Edventions, Inc.  
\_\_\_\_\_  
\_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

09/19/00

Order#:

Ref#:

Amount:\$

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00 SEP 19 AM 11:07  
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. Edventions, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 36-4334972  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/23/99 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 8808 Bronx Avenue, Skokie, IL 60077  
  
(Current mailing address)

8. engage in any lawful act or activity for which corporations may be organized  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

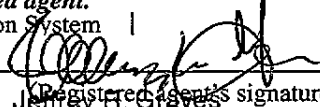
Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324  
(Zip code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

C T Corporation System  
  
(Registered agent's signature)  
Jeffrey H. Graves  
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

SEE ATTACHED

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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TAMMINSSEE, FLORIDA

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

SEE ATTACHED

President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

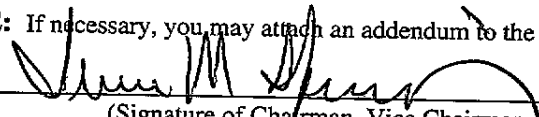
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Irvin M. Shapiro, Chairman and CEO \_\_\_\_\_

(Typed or printed name and capacity of person signing application)

**A. DIRECTORS:**

Irvin M. Shapiro  
8808 Bronx Avenue  
Skokie, IL 60077

Harvey L. Miller  
The Benida Group, LLC  
475 Half Day Road, Suite 100  
Lincolnshire, IL 60069

Lois A. Scott  
8808 Bronx Avenue  
Skokie, IL 60077

Murray Wilson  
221 East Fourth Street  
Suite 1900  
Cincinnati, OH 45202

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SECRETARY OF STATE  
TAMM BLDG. 1ST FL. JEFFERSON

**B. OFFICERS:**

Chairman of the Board, Chief Executive Officer,  
Secretary and Treasurer

Irvin M. Shapiro  
8808 Bronx Avenue  
Skokie, IL 60077

Vice Chair and President

Lois A. Scott  
8808 Bronx Avenue  
Skokie, IL 60077

Chief Operating Officer

Richard Magid  
8808 Bronx Avenue  
Skokie, IL 60077

Vice President – Business Development

Michael S. Ludwig  
8808 Bronx Avenue  
Skokie, IL 60077

Vice President – Technology

Steve Bunes  
8808 Bronx Avenue  
Skokie, IL 60077

Vice President – Operations

Joshua Kugler  
8808 Bronx Avenue  
Skokie, IL 60077

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EDVENTIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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00 SEP 19 PM 2:26  
SECRETARY OF STATE  
DELAWARE



*Edward J. Freel*  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0676587  
DATE: 09-15-00