

F0000000193

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

MJH

SUBJECT: EdSolutions, Inc
(Name of corporation - must include suffix)

Dear Sir or Madam: 00789-00644-00271

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Betty Lou Burnett
(Name of Person)

W-25384

EdSolutions, Inc
(Firm/Company)

000003427190--8
12/17/00--01035--001
*****70.00 *****70.00

131 Belle Forest Circle, Suite 210
(Address)

Nashville, TN 37221
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Betty Lou Burnett at 615-673-6917
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV - 3 PM 12: 14

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 20, 2000

BETTY LOU BURNETT
EDSOLUTIONS, INC.
131 BELLE FOREST CIRCLE, SUITE 210
NASHVILLE, TN 37221

SUBJECT: EDSOLUTIONS, INC.
Ref. Number: W00000025384

We have received your document for EDSOLUTIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 300A00055047

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.

1. EdSolutions, Inc

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

2. DELAWARE
(State or country under the law of which it is incorporated)

3. 62-1800604
(FEI number, if applicable)

4. 10/13/99
(Date of incorporation)

5. Perpetual
(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. 131 Belle Forest Circle, Suite 210
Nashville, TN 37221
(Current mailing address)

8. Educational Services
(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: NRAI Services, Inc

Office Address: 526 E. Park Ave

Tallahassee, Florida, 32301
(Zip code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV -3 PM 12:14

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.

X [Signature]
(Registered agent's signature)

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)

Margaret Mary Wilson, Pres 131 Belle Forest Cr, Ste 210 Nashville, TN 3722
Betty Lou Burnett, Sec 131 Belle Forest Cr, Ste 210 Nashville, TN 3722

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

Chairman: Margaret Mary Wilson

Address: 131 Belle Forest Circle, Suite 210
Nashville, TN 37221

Vice Chairman: Ron Packard

Address: 844 Moraga Dr.
Los Angeles, CA 90049

Director: Hal Kaplan

Address: 1310 Lewisville - Clemmons Rd.
Lewisville, NC 27023

Director: Tom Kalinske

Address: 3351 El Camino Real, Suite 200
Menlo Park, CA 94027

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

President: Margaret Mary Wilson

Address: 131 Belle Forest Circle, Suite 210
Nashville, TN 37221

Vice President: _____

Address: _____

Secretary: Betty Lou Burnett

Address: 131 Belle Forest Circle, Suite 210
Nashville, TN 37221

Treasurer: _____

Address: _____

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

13. X Betty Lou Burnett
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. X Betty Lou Burnett
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EDSOLUTIONS, 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 TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2000.





Edward J. Freel, Secretary of State

3110469 8300

AUTHENTICATION: 0704167

001485180

DATE: 09-28-00