

FOS 0000001483

Florida Department of State
Division of Corporations
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FOREIGN PROFIT QUALIFICATION

Bridgepoint Education, Inc.

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OK

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. BRIDGEPOINT EDUCATION, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(N/A)

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 59-3551629
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 21, 1999 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. (N/A)
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 13880 Stowe Dr. Suite C, Poway, California 92064
(Principal office address)

13880 Stowe Dr. Suite C, Poway, California 92064
(Current mailing address)

8. For profit education.
(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (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.

CT Corporation System

By: Cornia Bryan, General Atty. Sec'y
(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 business addresses of officers and/or directors:

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A. DIRECTORSChairman: Andrew ClarkAddress: c/o 13880 Stowe Dr. Suite CPoway, California 92064Vice Chairman: Scott TurnerAddress: c/o 13880 Stowe Dr. Suite CPoway, California 92064Director: Mimi StrouseAddress: c/o 13880 Stowe Dr. Suite CPoway, California 92064Director: Ryan CraigAddress: c/o 13880 Stowe Dr. Suite CPoway, California 92064Director: Bill WeirichAddress: c/o 13880 Stowe Dr. Suite CPoway, California 92064**B. OFFICERS**Chief Executive Officer: Andrew ClarkAddress: c/o 13880 Stowe Dr. Suite CPoway, California 92064Vice President: (N/A)Address: c/o 13880 Stowe Dr. Suite CPoway, California 92064Secretary: Scott TurnerAddress: c/o 13880 Stowe Dr. Suite C, Poway, California 92064Chief Financial Officer: Dan DevineAddress: c/o 13880 Stowe Dr. Suite C, Poway, California 92064

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

13. [Signature]

(Signature of Director or Officer listed in number 12 of the application)

14. Andrew Clark, Chief Executive Officer

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

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PAGE 1

The First State

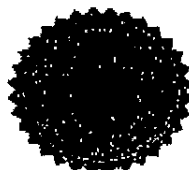
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRIDGEPOINT EDUCATION, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF MARCH, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BRIDGEPOINT EDUCATION, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF MAY, A.D. 1999.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3730722

DATE: 03-09-05

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