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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

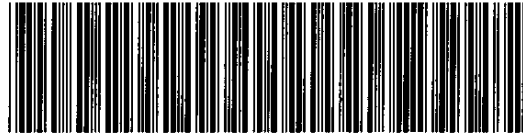
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

McKnight SEP 14 2007

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Helios Education Foundation
(Name of Corporation – must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Michael Chesin
(Name of Person)

Helios Education Foundation
(Firm/Company)

2415 East Camelback Rd., Suite 500
(Address)

Phoenix, AZ 85016
(City/State and Zip Code)

For further information concerning this matter, please call:

Michael Chesin at (602) 381-2262
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. Helios Education Foundation Incorporated

(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Arizona

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

3. _____

(FEI number, if applicable)

4. August 31, 1982

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. 2415 East Camelback Rd., Suite 500, Phoenix, AZ 85016

(Principal office address)

Same

(Current mailing address)

8. Making of Educational Related Grants within the State of Florida

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: Ign Smith

Office Address: 100 N Tampa St # 1625

Tampa, Florida 33602
(City) (Zip Code)

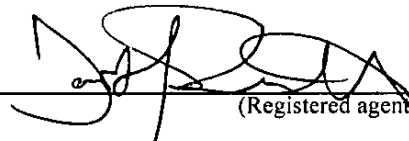
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TALLAHASSEE, FLORIDA

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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.



(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:

A. DIRECTORS

Chairman: Vincent Roig

Address: 2415 East Camelback Rd., Suite 500, Phoenix, AZ 85016

Vice Chairman: _____

Address: _____

Director: Bill Jenkins

Address: 2415 East Camelback Rd., Suite 500, Phoenix, AZ 85016

Director: Don Aripoli

Address: 2415 East Camelback Rd., Suite 500, Phoenix, AZ 85016

B. OFFICERS

President: Paul Luna

Address: 2415 East Camelback Rd., Suite 500, Phoenix, AZ 85016

Vice President: Barbara Ryan

Address: 2415 East Camelback Rd., Suite 500, Phoenix, AZ 85016

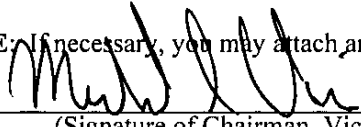
Secretary: (Asst) Barbara Ryan

Address: 2415 East Camelback Rd., Suite 500, Phoenix, AZ 85016

Treasurer: (Asst) Michael Chesin

Address: 2415 East Camelback Rd., Suite 500, Phoenix, AZ 85016

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. Michael Chesin, Senior Vice President & CFO
(Typed or printed name and capacity of person signing application)

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STATE OF ARIZONA



Office of the
CORPORATION COMMISSION
CERTIFICATE OF GOOD STANDING

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

APPROVED

To all to whom these presents shall come, greeting:

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

*****HELIOS EDUCATION FOUNDATION*****

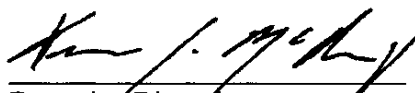
a domestic nonprofit corporation organized under the laws of the State of Arizona, did incorporate on September 9, 1982.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation is not administratively dissolved for failure to comply with the provisions of the Arizona Nonprofit Corporation Act; and that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-3122, 10-3123, 10-3125, & 10-11622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed Articles of Dissolution as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 5th Day of September, 2007, A. D.




Executive Director

Order Number: 171406