

F96000004319
 Document Number Only

CT CORPORATION SYSTEM

Requestor's Name
 660 East Jefferson Street

Address
 Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA 32301

Children's World Learning Centers, Inc

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 AUG 22 PM 2:57

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Merger
- Mark
- Other ucc Filing
- Change of R.A.
- Fic. Name
- CUS
- After 4:30
- Pick Up

RECEIVED
 96 AUG 22 PM 1:38
 DIVISION OF CORPORATIONS
 LR
 8/22

PLEASE RETURN EXTRA COPIES
 FILE STAMPED

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

9-2256

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Children's World Learning Centers, 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. 75-1304369
(FEI number, if applicable)

4. August 8, 1969
(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 817.156, F.S.))

7. 573 Park Point Drive, Golden, Colorado 80401

(Current mailing address)

8. Provide day care services
(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

ANN J. WILLIAMS, ASST. VICE PRES.

(Type Name and Title of Officer)

FILED
STATE
SECRETARY OF
CORPORATIONS
DIVISION
95 AUG 22 PM 2:51

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: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 22 PM 2:57

Treasurer: _____

Address: _____

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

13. *Richard McNamara*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael McNamara, Vice President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 22 PM 2:57

**Appendix to
Application for Authority

Directors and Officers of
Children's World Learning Centers, Inc.**

The address for all directors and officers is 573 Park Point Drive, Golden, CO 80401 unless otherwise indicated.

1. Duane V. Larson, President and Director
2. Karen S. King, Executive Vice-President
3. Rick Turpenoff, Executive Vice-President
4. John Rosen, Vice-President
5. Karen Magglo, Vice-President
6. Kimberly Moore, Vice-President
7. Michael A. McGorin, Vice-President
8. Michael McNamara, Vice-President, Treasurer and Assistant Secretary
9. Peter VanVeen, Secretary
10. Henry Tiberi, Assistant Secretary
11. Laurence G. Miller, Assistant Secretary
12. Priscilla M. Bodnar, Assistant Secretary
1101 Market Street
Philadelphia, PA 19107
13. Julian L. Carr, Jr., Director
14. Melvin M. Mahoney, Director
1101 Market Street
Philadelphia, PA 19107

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 22 PM 2:57

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 "CHILDREN'S WORLD LEARNING CENTERS, 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 TWELFTH DAY OF AUGUST, A.D. 1996.

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.

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 22 PM 2:57



Edward J. Freel

Edward J. Freel, Secretary of State

0723629 8300

960234843

AUTHENTICATION:

DATE:

8064144

08-12-96

Document Number Only

F96000004319

FILED

97 MAY 19 PM 2:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

800002182858--9

-05/19/97--01083--009

*****35.00 *****35.00

CORPORATION(S) NAME

Childrens World Learning Centers, Inc
changing its name to:

Meritus Educational Resources Company

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Merger
- Mark
- Other ucc Filing
- Change of R.A.
- Fic. Name
- CUS
- After 4:30
- Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (1-89)

5-19
NC
4/19/97
3/19

PLEASE RETURN EXTRA COPIES
FILE STAMPED

File 1st



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 24, 1997

CT CORPORATION SYSTEMS

The name **MERITUS EDUCATIONAL RESOURCES COMPANY** has been reserved for 120 days beginning February 24, 1997. The reservation number is R97000000875 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Debbie Reagle

Letter number: 797A00009603

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

SECTION I (1-3 must be completed)

1. Children's World Learning Centers, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: August 22, 1996

FILED
91 MAR 23 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

April 29, 1997

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Meritus Educational Resources Company

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Peter Van Veen

Signature
Name and Title

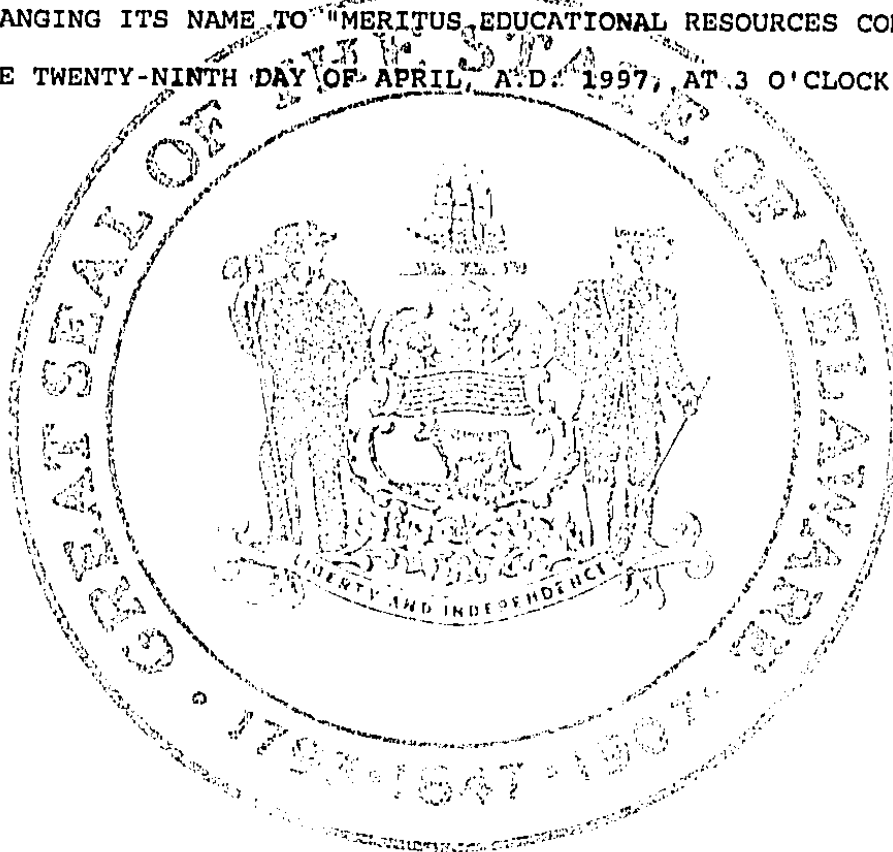
Peter Van Veen, Vice President

4/29/97

Date

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CHILDREN'S WORLD LEARNING CENTERS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MERITUS EDUCATIONAL RESOURCES COMPANY", THE TWENTY-NINTH DAY OF APRIL, A.D. 1997, AT 3 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

8443644

DATE:

04-30-97

0723629 8320

91145082

Document Number Only

F96000004319

FILED

97 MAY 19 PM 2:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

800002182858--9
-05/19/97--01083--009
*****35.00 *****35.00

CORPORATION(S) NAME

Childrens World Learning Centers, Inc.
Changing its name to:
Meritus Educational Resources Company

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Merger
- Mark
- Other ucc Filing
- Change of R.A.
- Fic. Name
- CUS
- After 4:30
- Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (1-89)

5-19
NC
4/29/97
3/19

PLEASE RETURN EXTRA COPIES
FILE STAMPED

File 1st

97 MAY 19 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 24, 1997

CT CORPORATION SYSTEMS

The name **MERITUS EDUCATIONAL RESOURCES COMPANY** has been reserved for 120 days beginning February 24, 1997. The reservation number is R97000000875 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Debbie Reagle

Letter number: 797A00009603

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

SECTION I (1-3 must be completed)

1. Children's World Learning Centers, Inc.
Name of corporation as it appears within the records of the Department of State
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: August 22, 1996

FILED
91 MAY 23 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

April 29, 1997

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Meritus Educational Resources Company

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Peter Van Veen

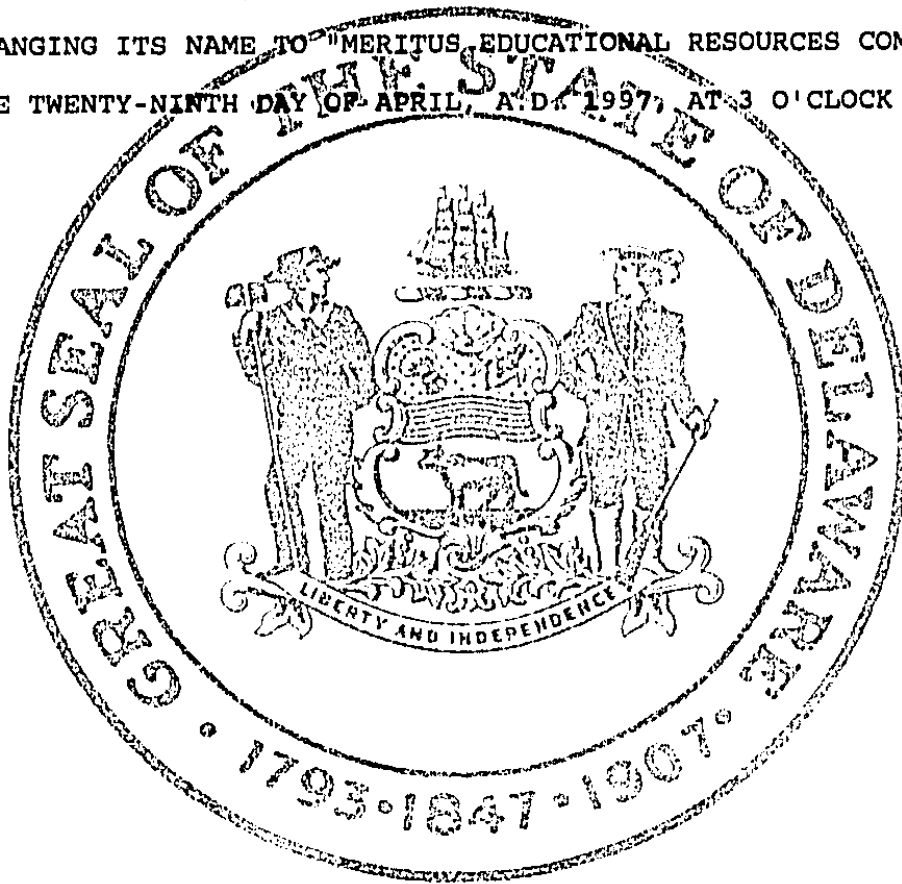
Signature
Name and Title

Peter Van Veen, Vice President

4/29/97
Date

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CHILDREN'S WORLD LEARNING CENTERS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MERITUS EDUCATIONAL RESOURCES COMPANY", THE TWENTY-NINTH DAY OF APRIL, A.D. 1997, AT 3 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0723629 8320

971140082

AUTHENTICATION:

DATE:

8443644

01-30-97