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C T Corporation System
Requestor's Name

660 East Jefferson Street
Address

Tallahassee, FL 32301
City State Zip Phone

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-03/05/99-01065-001
*****70.00 *****70.00

CORPORATION(S) NAME

Lacerte Educational Services Inc.

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**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. Lacerte Educational Services, 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 3. 33-0807300
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 4, 1998 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 817.156, F.S.))

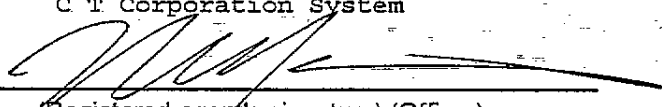
7. 13155 Noel Road, Suite 2200, Dallas, Texas 75240-5088
(Current mailing address)

8. Professional continuing education.
(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)
MICHAEL E. JONES
ASSISTANT SECRETARY
(Type Name and Title of Officer)

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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: _____

Treasurer: _____

Address: _____

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

13. *Randall C. Zeller*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Randall C. Zeller, President
(Typed or printed name and capacity of person signing application)

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Appendix

List of Directors

LACERTE EDUCATIONAL SERVICES, INC.

Directors:

Lawrence Lacerte
13155 Noel Road, Suite 2200
Dallas, Texas 75240-5088

Philip Lacerte
13155 Noel Road, Suite 2200
Dallas, Texas 75240-5088

Randall Zeller
13155 Noel Road, Suite 2200
Dallas, Texas 75240-5088

William Harris
13155 Noel Road, Suite 2200
Dallas, Texas 75240-5088

Larry Wolfe
13155 Noel Road, Suite 2200
Dallas, Texas 75240-5088

William Shepard
13155 Noel Road, Suite 2200
Dallas, Texas 75240-5088

Steve Blundell
13155 Noel Road, Suite 2200
Dallas, Texas 75240-5088

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Appendix

List of Officers

LACERTE EDUCATIONAL SERVICES, INC.

Officers:

Randall Zeller - President
13155 Noel Road, Suite 2200
Dallas, Texas 75240-5088

Geoff Miller - Chief Financial Officer
13155 Noel Road, Suite 2200
Dallas, Texas 75240-5088

Greg Santora - Vice President
13155 Noel Road, Suite 2200
Dallas, Texas 75240-5088

Catherine Valentine - Secretary
13155 Noel Road, Suite 2200
Dallas, Texas 75240-5088

Mark Portner - Assistant Secretary
13155 Noel Road, Suite 2200
Dallas, Texas 75240-5088

Virginia Coles - Assistant Secretary
13155 Noel Road, Suite 2200
Dallas, Texas 75240-5088

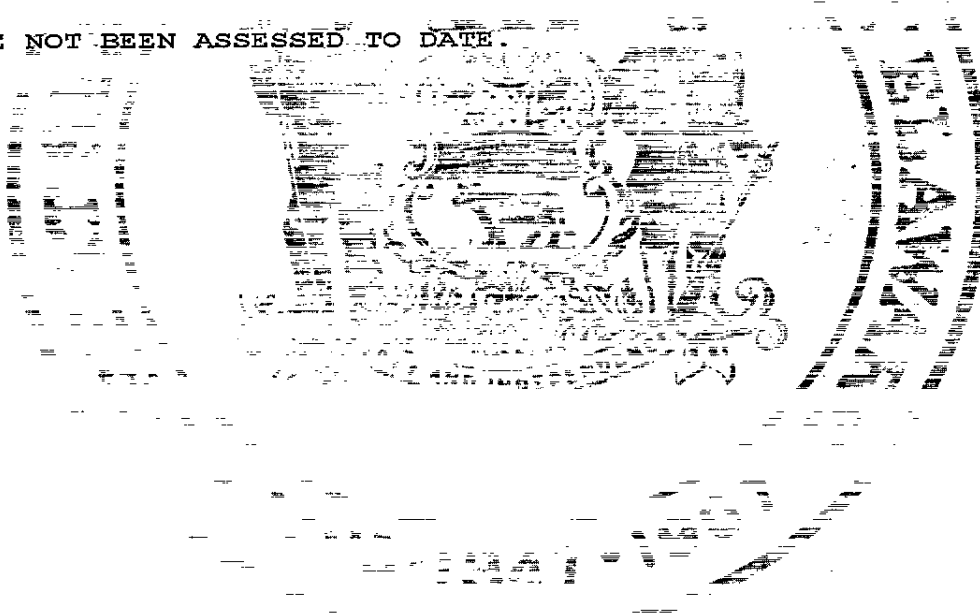
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LACERTE EDUCATIONAL SERVICES, 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-SIXTH DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

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DATE: 02-26-99