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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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RE-SUBMIT

To: Division of Corporations
Fax Number : (850)617-6381

Please retain original file
date of submission 7/28/11

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FOREIGN PROFIT/NONPROFIT CORPORATION
Cambium Education, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	0567
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/28 AM 9:44

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AND
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August 1, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: CAMBIUM EDUCATION, INC.
REF: W11000040104

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The Title/Capacity of the person listed in Line #14 does not match the one listed in Section 12.

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Thomas Chang
Regulatory Specialist II
New Filing Section

FAX Aud. #: H11000191870
Letter Number: 311A00018008

RE-SUBMIT
Please retain original filing
date of submission 7/29



July 29, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: CAMBIUM EDUCATION, INC.
REF: W11000039863

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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If you have any further questions concerning your document, please call (850) 245-6901.

Pamela Smith
Regulatory Specialist II
New Filing Section

FAX Aud. #: E11000191870
Letter Number: 311A00017922

RE-SUBMIT
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date of submission 7/28/11

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Cambium Education, Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" 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:

Todd Buchardt

Name of Person

Cambium Education, Inc.

Firm/Company

17855 Dallas Parkway, Suite 400

Address

Dallas, Texas 75287

City/State and Zip code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Todd Buchardt

at (214) 932-9494

Name of Person

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

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 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. Cambium Education, Inc.
 (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Colorado 3. 94-0770709
 (State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 01/17/1997 5. Perpetual
 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2011
 (Date first transacted business in Florida, if prior to registration)
 (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Cambium Learning, Inc., 17855 Dallas Parkway, Suite 400, Dallas, TX 75287
 (Principal office address)

Cambium Learning, Inc., 17855 Dallas Parkway, Suite 400, Dallas, TX 75287
 (Current mailing address)

8. _____
 (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:



(Registered agent's signature)

Michael T. Asichart
 Assistant Secretary

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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 AND
 FILED

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.

APPROVED
AND
FILED

MJAL - 28 AM 9: 44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Scott Troeller

Address: Park Avenue Plaza, 55 East 52nd Street, 33rd Floor, New York, NY 10055

Vice-Chairman: Jeffrey Stevenson

Address: Park Avenue Plaza, 55 East 52nd Street, 33rd Floor, New York, NY 10055

Director: Richard Surratt

Address: 9705 Papyrus Wood Drive, Columbia, MD 21046-1572

Director: Neil Weiner

Address: 502 Carnegie Center, #104, Princeton, NJ 08540-6289

B. OFFICERS

~~Director~~ ^{President} CEO - Ron Klausner

Address: 17855 Dallas Parkway, Suite 400, Dallas, TX 75287

~~Director~~ ^{Vice President} President - Dave Cappellucci

Address: 24 Prime Parkway, Suite 303, Natick, MA 01760

Secretary: Todd W. Buchardt

Address: 17855 Dallas Parkway, Suite 400, Dallas, TX 75287

Treasurer: Brad Almond

Address: 17855 Dallas Parkway, Suite 400, Dallas, TX 75287

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

13. 

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Todd W. Buchardt, Secretary

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

APPROVED
AND
FILED

11 Jul -28 AM 9:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Scott Gessler, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

Cambium Education, Inc.

is a Corporation formed or registered on 01/17/1997 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 19971008216.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 07/26/2011 that have been posted, and by documents delivered to this office electronically through 07/27/2011 @ 13:18:58.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 07/27/2011 @ 13:18:58 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 8004569.



Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/hq/cert/certsearch.cfm> or <http://www.sos.state.co.us/cert/certsearch.cfm> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us>; click Business Center and select "Frequently Asked Questions."