Filing and License Fee: $310.00 minimum

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is **Agile Mind Educational Holdings, Inc**
2. It is incorporated under the laws of **Delaware**
3. The name, if different, which it elects to use in Rhode Island is:

   (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

   (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is **4/2/2002** and the period of its duration is **perpetual**
5. The address of its principal office is **4101 William Tate Ave #220 Grapevine, TX 76051**
6. The address of its proposed registered office in Rhode Island is **222 Jefferson Boulevard, Suite 200** (Street Address, **not** P.O. Box)
   Warwick (City/Town), RI **02888** (Zip Code) and the name of its proposed registered agent in Rhode Island at that address is **Corporation Service Company** (Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
   We provide online software to schools and educators.
8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	Name	*Address*
Director	Linda Chaput	4101 William Tate Ave., #220, Grapevine, TX, 76051
Director	Greg McFarland	4101 William Tate Ave., #220, Grapevine, TX, 76051
Director	Nancy Peretsman	4101 William Tate Ave., #220, Grapevine, TX, 76051
Director		

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CORPORATIONS DIV
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By 152488

Form No. 150
Revised: 06/11

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	Name	Address
President	Linda Chaput	4101 William Tate Ave #220 Grapevine, TX 76051
~~Vice President~~	Controller-Susan Johnson	4101 William Tate Ave #220 Grapevine, TX 76051
Treasurer	Gregg McFarland	4101 William Tate Ave #220 Grapevine, TX 76051
Secretary	Linda Chaput	4101 William Tate Ave #220 Grapevine, TX 76051

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
10,000,000	Common		.0001
1,800,000	Preferred	A	.0001

10. (a) $1,460,800 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.

(b) $0 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.

(c) 0 % = An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*

11. (a) $7,750,000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.

(b) $0 = An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.

(c) 0 % = An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____.

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 8/24/11

Susan Johnson

Signature of Authorized Officer of the Corporation

Susan Johnson

Type or Print Name of Authorized Officer

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AGILE MIND EDUCATIONAL HOLDINGS, 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 THIRTEENTH DAY OF JULY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AGILE MIND EDUCATIONAL HOLDINGS, INC." WAS INCORPORATED ON THE SECOND DAY OF APRIL, A.D. 2002.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

3509643 8300

110817121

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 8898768

DATE: 07-13-11

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island and Providence Plantations, hereby certify that this document, duly executed in accordance with the provisions of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this office on this day:

September 21, 2011 12:07 PM

A. RALPH MOLLIS

Secretary of State

SEAL OF THE STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS · HOPE · 1636

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