STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: $50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 125700

2. Name of Corporation eSylvan, Inc.

3. Street Address Principal Business Office 506 Central Ave. | *City* Baltimore | *State* MD | *Zip* 21202

4. Business Phone No. 4108438000 | *5. State of Incorporation* MARYLAND | *6. SIC Code* 8730

7. Brief Description of the Character of Business Conducted in Rhode Island
PROVIDING SUPPLEMENTARY EDUCATION SERVICES VIA THE INTERNET

8. NAMES AND ADDRESSES OF THE OFFICERS *("X" BOX FOR ATTACHMENT)* ☑ **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name Peter Cohen
Street Address 1001 Fleet Street
City Baltimore | *State* MD | *Zip* 21202

Vice President Name
Street Address
City | *State* | *Zip*

Secretary Name Susannah M. Bennett
Street Address 1001 Fleet Street
City Baltimore | *State* MD | *Zip* 21202

Treasurer Name Kevin E. Shaffer
Street Address 1001 Fleet Street
City Baltimore | *State* MD | *Zip* 21202

9. NAMES AND ADDRESSES OF THE DIRECTORS *("X" BOX FOR ATTACHMENT)* ☑ **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name R. Christopher Hoehn-Saric
Street Address 1001 Fleet Street
City Baltimore | *State* MD | *Zip* 21202

Director Name Peter J. Cohen
Street Address 1001 Fleet Street
City Baltimore | *State* MD | *Zip* 21202

Director Name Kevin E. Shaffer
Street Address 1001 Fleet Street
City Baltimore | *State* MD | *Zip* 21202

Director Name David Graves
Street Address 1001 Fleet Street
City Baltimore | *State* MD | *Zip* 21202

10. SHARES AUTHORIZED *("X" BOX FOR ATTACHMENT)* ☑

AUTHORIZED SHARES

Number of Shares	*Class/Series*	*Par Value*
70,000,000	Common	$.001
10,000,000	Common A	$.001
20,000,000	Preferred	$.001

11. SHARES ISSUED *("X" BOX FOR ATTACHMENT)* ☑

ISSUED SHARES

Number of Shares	*Class/Series*	*Par Value*
14,000,000	Common	$.001
2,525,984	Common A	$.001
16,666,666	Preferred	$.001

*This report must be **signed in ink** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee*

1 2 5 7 0 0

125700 FBC 12/27/04 11:36:14 AM
File Date FILED
Check No. APR 20 2005 3257
By: By ICB
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer | *Date*

Susannah M. Bennett
Print or Type Name of Officer

Secretary
Title of Officer

Form 630 12/01

eSylvan

Officer and Director Addendum

8. *Continued*

Name: R. Christopher Hoehn-Saric, CEO
Street Address: 1001 Fleet Street
City: Baltimore
State: Maryland
Zip: 21202

9. *Continued*

Name: Vic Peirce
Street Address: 1001 Fleet Street
City: Baltimore
State: Maryland
Zip: 21202

Name: Susannah M. Bennett
Street Address: 1001 Fleet Street
City: Baltimore
State: Maryland
Zip: 21202

10. *Continued*

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
70,000,000	Common	$0.001
10,000,000	Common A Common	$0.001
20,000,000	Series A Preferred	$0.001

ISSUED SHARES

Number of Shares	Class/Series	Par Value
14,000,000	Common	$0.001
2,525,984	Class A Common	$0.001
16,666,666	Series A Preferred	$0.001