

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
ECOLLEGE.COM**

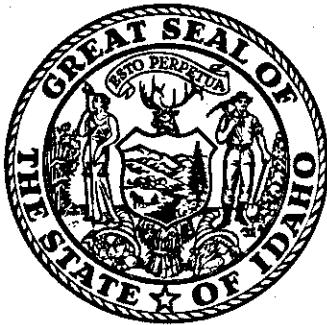
dba ECOLLEGE.COM, INC.

File Number C 172523

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: April 11, 2007



Ben Ysursa

SECRETARY OF STATE

By

Connie J.

FILED EFFECTIVE



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

07 APR 11 PM 2:39

The undersigned Corporation applies for a Certificate of Authority and states as follows:

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is: eCollege.com

2. The name which it shall use in Idaho is: eCollege.com, Inc.

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: May 11, 1999

5. The address of its principal office is:
One N. LaSalle Street; Suite 1800; Chicago, IL 60602

6. The address to which correspondence should be addressed, if different from item 5, is:
4900 S. Monaco Street; Suite 200; Denver, CO 80237

7. The street address of its registered office in Idaho is: 1423 Tyrell Lane, Boise, Idaho 83706
and its registered agent in Idaho at that address is: National Registered Agents, Inc.

8. The names and respective business addresses of its directors and officers are:

Name _____

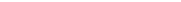
Office

Address

SEE ATTACHED

Dated: _____

Signature:



Typed Name: Marguerite M. Elias

Capacity: SVP, General Counsel & Secretary

[The signer must be a director or an officer of the corporation.]

IDaho SECRETARY OF STATE
04/11/2007 05:00
CK: 58927 CT: 200761 BH: 1846154
1 # 100.00 = 100.00 AUTH PRO # 2
1 # 20.00 = 20.00 EXPEDITE C # 3

Wish Form

C172523

**Officers of eCollege.com
Current as of November 1, 2006**

Oakleigh Thorne
CEO/Chairman of the Board
One N. LaSalle Street, Suite 1800
Chicago, IL 60602

Douglas Kelsall
President/COO
4900 South Monaco Street
Denver, CO 80237

Reid Simpson
Chief Financial Officer/Treasurer
One N. LaSalle Street, Suite 1800
Chicago, IL 60602

Marguerite Elias
Senior VP/General Counsel/Secretary
One N. LaSalle Street, Suite 1800
Chicago, IL 60602

Matthew Schnittman
President, eLearning Division
4900 South Monaco Street
Denver, CO 80237

Robert Haines
Chief Marketing Officer, Enrollment Division and Senior VP, Strategic Initiatives, eCollege
Corporate Division
4900 South Monaco Street
Denver, CO 80237

J. Vance Allen
Chief Technology Officer
4900 South Monaco Street
Denver, CO 80237

Officers of the Enrollment division of eCollege.com

Thomas Dearden
President and CEO, Enrollment Division
2305 S. Presidents Drive
Salt Lake City, UT 84120

Donald Bailey
Chief Operating Officer, Enrollment Division
2305 S. Presidents Drive
Salt Lake City, UT 84120

**Directors of eCollege.com
As of November 1, 2006**

Oakleigh Thorne
CEO/Chairman of the Board
One N. LaSalle Street, Suite 1800
Chicago, IL 60602

Douglas Kelsall
Director/President/COO
4900 South Monaco Street
Denver, CO 80237

Jack Blumenstein
Director
270 E. Westminster, 2nd floor
Lake Forrest, IL 60045

Christopher Grgenti
Director
1603 Orrington Avenue
Suite 1600
Evanston, IL 60201

Jeri Korshak
Director
C/o eCollege
4900 South Monaco Street
Denver, CO 80237

Robert Mundheim
Director
599 Lexington Ave
Suite 1546
New York, NY 10022

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ECOLLEGE.COM" 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 FIFTH DAY OF APRIL, A.D. 2007.

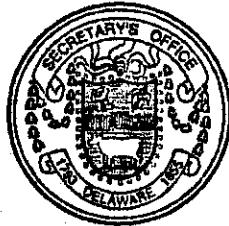
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ECOLLEGE.COM" WAS INCORPORATED ON THE ELEVENTH DAY OF MAY, A.D. 1999.

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.

3026779 8300

070403702



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5570363

DATE: 04-05-07