

# State of Idaho

## Department of State

### CERTIFICATE OF AUTHORITY OF

**NATIONAL EDUCATION PAYROLL CORP.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **NATIONAL EDUCATION PAYROLL CORP.** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **NATIONAL EDUCATION PAYROLL CORP.** to transact business in this State under the name **NATIONAL EDUCATION PAYROLL CORP.** and attach hereto a duplicate original of the Application for such Certificate.

Dated June 1, 1987



*Pete T. Cenarrusa*  
SECRETARY OF STATE

*Sandra Matthews*  
Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is NATIONAL EDUCATION PAYROLL CORP.

2. The name which it shall use in Idaho is N/A

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of California

4. The date of its incorporation is March 6, 1987 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

18400 Von Karman Ave., 11th Floor, Irvine, CA 92715

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701

, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

The transaction of any lawful act or activity

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

Name	Office	Address
SEE ATTACHED		

(continued on reverse)

Name

Office

Address


- 10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: March 31 1987

NATIONAL EDUCATION PAYROLL CORP.  
(Corporation Name)

By J.A. Brill  
 Its President/Vice President (please specify)  
 Jeffrey A. Brill, Vice President

and Judy Bayersdorfer  
 Its Secretary/Assistant Secretary (please specify)  
 Judy Bayersdorfer, Assistant Secretary

STATE OF CALIFORNIA )  
 ) ss:  
 COUNTY OF ORANGE )

I, MARION M. Winslow, a notary public, do hereby certify that on this 31<sup>st</sup> day of MARCH, 19 87, personally appeared before me Jeffrey A. Brill, who being by me first duly sworn, declared that (s)he is the Vice President of NATIONAL EDUCATION PAYROLL CORP.

that (s)he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

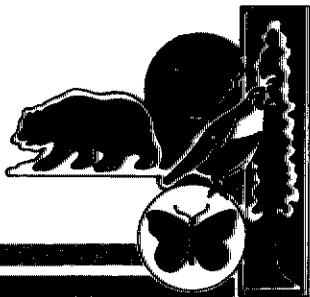


Marion M. Winslow  
 Notary Public

NATIONAL EDUCATION PAYROLL CORP.

TERM OF OFFICE FOR ALL OFFICERS AND DIRECTORS EXPIRES IN MAY 1988.

<u>OFFICERS</u>	<u>OFFICE</u>	<u>OFFICE ADDRESS</u>
H. David Bright	President	18400 Von Karman Avenue Irvine, CA 92715
J. W. Cwiertnia	Executive Vice President	18400 Von Karman Avenue Irvine, CA 92715
Jeffrey A. Brill	Vice President and Secretary	18400 Von Karman Avenue Irvine, CA 92715
Michael W. Mersch	Vice President- Finance and Chief Financial Officer	18400 Von Karman Avenue Irvine, CA 92715
Keith Ogata	Treasurer	18400 Von Karman Avenue Irvine, CA 92715
Christine Tarantola	Assistant Treasurer	18400 Von Karman Avenue Irvine, CA 92715
John J. Cook	Assistant Treasurer	18400 Von Karman Avenue Irvine, CA 92715
Kevin A. Johnson	Assistant Secretary	18400 Von Karman Avenue Irvine, CA 92715
Steven I. Baser	Assistant Secretary	18400 Von Karman Avenue Irvine, CA 92715
Judy Bayersdorfer	Assistant Secretary	18400 Von Karman Avenue Irvine, CA 92715
 <b>DIRECTORS:</b>		
Michael W. Mersch		18400 Von Karman Avenue Irvine, CA 92715
J. W. Cwiertnia		18400 Von Karman Avenue Irvine, CA 92715
Jeffrey A. Brill		18400 Von Karman Avenue Irvine, CA 92715



# State of California

OFFICE OF THE SECRETARY OF STATE  
CERTIFICATE OF STATUS  
DOMESTIC CORPORATION

MARCH 29 1987

I, MARCH FONG EU, *Secretary of State of the State of California*, hereby certify:

That on the 6th day of March, 1987,

NATIONAL EDUCATION PAYROLL CORP.

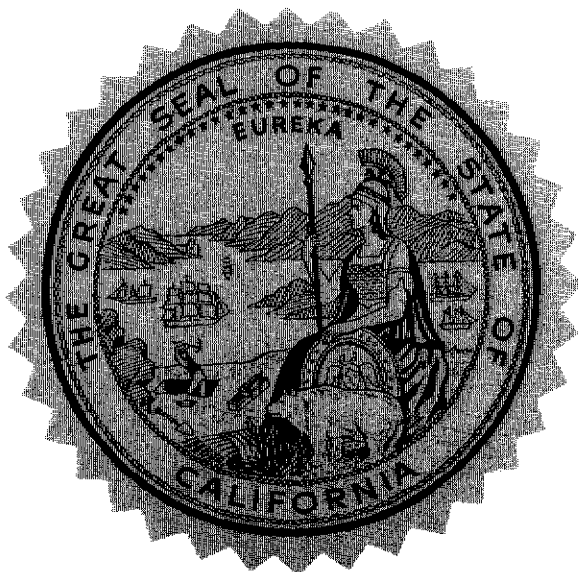
*became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and*

*That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and*

*That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and*

*That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and*

*That no information is available in this office on the financial condition, business activity or practices of this corporation.*



IN WITNESS WHEREOF, I execute this  
certificate and affix the Great Seal  
of the State of California this  
23rd day of April, 1987

*March Fong Eu*

Secretary of State



CONSENT TO USE OF NAME

NATIONAL EDUCATION CENTERS, INC., a corporation organized under the laws of the Country of the Virgin Islands, hereby consents to the qualification of NATIONAL EDUCATION PAYROLL CORP. in the State of Idaho.

IN WITNESS WHEREOF, the said NATIONAL EDUCATION CENTERS, INC. has caused this consent to be executed by its president and attested under its corporate seal by its assistant secretary, this 31 day of March 1987.

NATIONAL EDUCATION CENTERS,  
INC.

By J. A. Barbera  
J. A. Barbera  
President

Attest:

Kim E. Lutthans  
Kim E. Lutthans  
Assistant Secretary

(SEAL)