

2509456

FILED
in the office of the Secretary of State
of the State of California

AUG 15 2005

**CERTIFICATE OF SURRENDER OF RIGHT
TO TRANSACT INTRASTATE BUSINESS**

On behalf and by authority of:

CONNECTIONS ACADEMY, INC.
(Name of Corporation)

a corporation organized under the laws of DELAWARE
(State or Place of Incorporation)

the undersigned officer of said corporation does hereby certify and declare:

1. Said corporation hereby surrenders its right and authority to transact intrastate business in the State of California.
2. Said corporation hereby revokes its designation of agent for the service of process in California.
3. Said corporation consents that process against it in any action upon any liability or obligation incurred within the State of California prior to the filing of this Certificate of Surrender of Right to Transact Intrastate Business may be served upon the Secretary of State of the State of California.
4. The post office address to which the Secretary of State may mail copies of any process against the corporation that is served upon the Secretary of State is

ATTN: FARAH ESMAIL, 1000 LANCASTER ST. 6TH FLOOR
BALTIMORE, MD 21202


(Signature of Corporate Officer)

BARBARA DREYER, PRESIDENT
(Typed Name and Title of Officer Signing)



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
PO BOX 1468
SACRAMENTO CA 95812-1468

TAX CLEARANCE CERTIFICATE

EXPIRATION DATE: January 15, 2006

August 15, 2005

CONNECTIONS ACADEMY INC
SYLVAN LEARNING SYSTEM
1001 FLEET ST
BALTIMORE MD 21202-4346

ISSUED TO : CONNECTIONS ACADEMY, INC.
ENTITY ID : 2509456

The date a business entity ceases to exist is established when the California Secretary of State (SOS) receives, accepts, and files all the required forms to officially close the entity. By the expiration date shown on this Tax Clearance Certificate you must ensure that all the required forms to dissolve, withdraw, surrender, cancel, merge, or convert are submitted to and filed by the SOS. If the SOS does not officially close your business entity by the expiration date above, your business entity may remain subject to additional taxes, penalties, interest, and fees.

Your business entity is also subject to normal filing requirements through the date established by the SOS. If you provided an assumer with your request for tax clearance, the assumer must ensure that the state income tax returns for your business entity are (or have been) filed with the Franchise Tax Board through the date established by the SOS. Additionally, the assumer must ensure that all state income tax liabilities are paid.

By issuing this Tax Clearance Certificate, we certify that you have either paid all taxes imposed on your business entity or that you have secured them by providing an assumer, bond, or cash deposit. However, the business entity, its assumers, or transferees still remain liable for any subsequent assessments during the applicable statute of limitations. We sent a copy of this certificate to the SOS. Please keep this original for your records.

The Office of the Secretary of State is located at 1500 11th Street, Third Floor, Sacramento, California 95814-5701. You can also visit their Website at www.ss.ca.gov for more information.

Tax Clearance Unit
Taxpayer Services Center
Telephone (800) 852-5711

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