

Division of Corporations

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FOREIGN PROFIT/NONPROFIT CORPORATION

Questar Assessment, Inc.

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Questar Assessment, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 13-2846796

(FEI number, if applicable)

4. 8/22/91

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. N/A

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4 Hardscrabble Heights, Brewster, NY 10509

(Principal office address)

PO Box 382, Brewster, NY 10509

(Current mailing address)

8. Design, produce & distribute educational materials, including assessment tools, & to provide evaluation, scoring & reporting services for educational assessment materials.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: UCC Filing & Search Services, Inc.

Office Address: 1574 Village Square Blvd., Suite 100

Tallahassee, Florida 32309
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Alison Hand, ASST SEC
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Andrew L. Simon
Address: 4 Hardscrabble Heights
Brewster, NY 10509

Vice Chairman: N/A
Address: _____

Director: Steven R. Berger
Address: Vedder, Price, Kaufman & Kammholz
1633 Broadway, 38th Fl., New York, NY 10019

Director: Michael D. Beck
Address: 35 Gulon Street
Pleasantville, NY 10570

B. OFFICERS

President: Roy Lipner
Address: 5555 Upper 147th Street W
Apple Valley, MN 55124

Vice President: & CFO: James J. Williams
Address: 4 Hardscrabble Heights
Brewster, NY 10509

Secretary: Linda G. Straley
Address: 4 Hardscrabble Heights, Brewster, NY 10509

Treasurer: N/A
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. James J. Williams CFO 11/5/07
(Typed or printed name and capacity of person signing application)

**STATE OF FLORIDA
SECRETARY OF STATE**

**ADDENDUM TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

Section 12) Names and Business Addresses of Officers and/or Directors

A. Directors

David L. Warnock- 1 South Street, Suite 2150, Baltimore, MD 21202
Thomas A. Struzzieri- 319 Main Street, Saugerties, NY 12477
Donald G. Hughes- 1 South Street, Suite 2150, Baltimore, MD 21202
Chris Nguyen- 4205 St. Paul Street, Baltimore, MD 21218
Theodore Naegeli- 2905 West Service Road, Eagan, MN 55121
Martin E. Maleska- Investcorp International, Inc., 280 Park Avenue, 38th Fl., New York,
NY 10017

B. Officers

Sr. Vice President: Michael D. Beck – 35 Guion Street, Pleasantville, NY 10570
Sr. Vice President: Pasquale J. DeVito – 33 Jarvis Road, Old Saybrook, CT 06475

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QUESTAR ASSESSMENT, 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 FIFTH DAY OF NOVEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "QUESTAR ASSESSMENT, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF AUGUST, A.D. 1991.

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

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6131605

DATE: 11-05-07