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TALLAHASSEE, FLORIDA

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T. CLINE
MAY 25 2011
EXAMINER



Cambridge
Education

May 20, 2011

VIA FEDERAL EXPRESS
Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Cir.
Tallahassee, FL 32301

Re: Cambridge Education
Application by Foreign Limited Liability Company
for Authorization to Transact Business

To Whom It May Concern:

Enclosed is an **Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida** for Cambridge Education, along with a check for \$125.00 (#7531) to cover your filing fee.

Please call me should you have any questions or need additional information.

Thank you for your assistance on this matter.

Sincerely,

Roseann Raspitzi
Legal Department
27 Bleeker Street
Millburn, NJ 07041-1008
973-912-3473
973-912-2588 Fax
Roseann.raspitzi@hatchmott.com

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Cambridge Education LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Roseann Raspitzi
Name of Person
c/o Hatch Mott MacDonald
Firm/Company
27 Bleeker Street
Address
Millburn, NJ 07041-1008
City/State and Zip Code
roseann.raspitzi@hatchmott.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Roseann Raspitzi at (973) 912-3473
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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Enclosed is a check for the following amount:

- \$125.00 Filing Fee \$130.00 Filing Fee & Certificate of Status \$155.00 Filing Fee & Certified Copy \$160.00 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Cambridge Education LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. 20-3157028
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. June 8, 2005 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 27 Bleeker Street
Millburn, NJ 07041-1008
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Please See Attached Sheet

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Educational Consultant

x Trevor Yates
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Trevor Yates
Typed or printed name of signee

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TALLAHASSEE, FLORIDA
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Attachment
Question # 9
Cambridge Education LLC

Officers

David Cox	President	8-10 Sydenham Road Croydon, Surrey CR0 2EE UK
Trevor Yates	Vice President	27 Bleeker Street Millburn, NJ 07041-1008 USA
David P. White	Secretary	4301 Hacienda Drive Suite 300 Pleasanton, CA 94588 USA
J. Craig Velasquez	Treasurer	4301 Hacienda Drive Suite 300 Pleasanton, CA 94588 USA

Management Board Members

Marian Brooks	Demeter House Station Road Cambridge, England CB1 2RS UK
Keith J. Howells	Meridian House 7 th Floor 11 Wellesley Road Croydon, Surrey CR0 2NW UK
Kevin Stovell	Level 2, Festival Tower Dubai Festival City PO Box 11302 Dubai United Arab Emirates
David P. White	4301 Hacienda Drive Suite 300 Pleasanton, CA 94588 USA
Richard Williams	Meridian House 7 th Floor 11 Wellesley Road Croydon, Surrey CR0 2NW UK
Trevor Yates	27 Bleeker Street Millburn, NJ 07041 USA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Cambridge Education LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

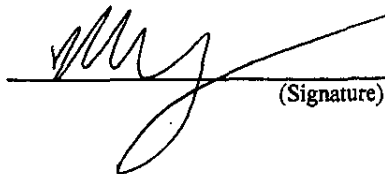
1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation, FL 33324

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


(Signature)

Mark S. Eppley
Assistant Vice-President
and Secretary

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

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TALLAHASSEE, FLORIDA

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAMBRIDGE EDUCATION LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF MARCH, A.D. 2011.

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TALLAHASSEE, FLORIDA



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8644744

DATE: 03-23-11