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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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REFERENCE : 186985 4307980

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 70.00

ORDER DATE : June 14, 2001

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ORDER NO. : 186985-010

CUSTOMER NO: 4307980

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CUSTOMER: Amita Verma, Legal Asst
Wilmer, Cutler & Pickering
2445 M Street, N.w.

Washington, DC 20037

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DIVISION OF CORPORATIONS

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FOREIGN FILINGS

NAME: THE CHAUNCEY GROUP
INTERNATIONAL LTD., CORP.

6

BK

XXXX - QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: NORMA HULL -- EXT# 1115

EXAMINER: _____

**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. The Chauncey Group International Ltd., Corp.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 21, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 664 Rosedale Road, Princeton, New Jersey 08540
(Principal office address)
664 Rosedale Road, Princeton, New Jersey 08540
(Current mailing address)
To engage in Educational Testing and all act or activites permitted by corporations.
8. _____
(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 or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(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.

Corporation Service Company

James B. Smith

(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.

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

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

(Typed or printed name and capacity of person signing application)

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OFFICERS
2001

Chair of the Board of Directors

Kurt Landgraf
President and Chief Executive Officer
Educational Testing Service
Rosedale Road
Princeton, NJ 08540

Chair of the Executive Committee
of the Board of Directors

Harry G. Robinson
7412 14th Street NW
Washington, DC 20012

President

Judith D. Moore
President & Chief Executive Officer
The Chauncey Group International
664 Rosedale Road
Princeton, NJ 08540

56 Governors Lane
Princeton, NJ 08540

Secretary

Michael J. Fitton
19 Skyview Drive
Sparta, NJ 07871

Vice President

Stephen L. Koffler
Vice President
The Chauncey Group International
664 Rosedale Road
Princeton, NJ 08540

Treasurer

Edward B. Ritz
Chief Financial Officer
The Chauncey Group International
664 Rosedale Road
Princeton, NJ 08540

THE CHAUNCEY GROUP INTERNATIONAL LTD.
BOARD OF DIRECTORS
2001

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rbruemmer@wilmer.com

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TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE CHAUNCEY GROUP INTERNATIONAL LTD." 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 FIFTEENTH DAY OF JUNE, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE CHAUNCEY GROUP INTERNATIONAL LTD." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 1995.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2564333 8300

AUTHENTICATION: 1191999

010288447

DATE: 06-15-01