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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

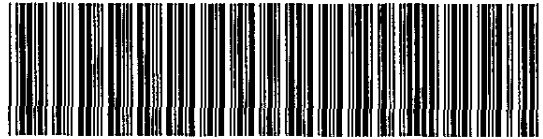
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CO INATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 050624 4352608

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

FILED
04 DEC -3 PM 2:58
SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

ORDER DATE : December 2, 2004

ORDER TIME : 9:39 AM

ORDER NO. : 050624-015

CUSTOMER NO: 4352608

CUSTOMER: Jacqueline Cruz
The Princeton Review, Inc.
2315 Broadway

New York, NY 10024

FOREIGN FILINGS

NAME: THE PRINCETON REVIEW, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

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

THE PRINCETON REVIEW, INC.

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

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

DELAWARE 3. 22-3727603
State or country under the law of which it is incorporated) (FEI number, if applicable)

MARCH 31, 2000 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

UPON QUALIFICATION

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

2315 BROADWAY NEW YORK NEW YORK 10024
(Principal office address)

2315 BROADWAY NEW YORK NEW YORK 10024
(Current mailing address)

EDUCATIONAL SERVICES

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

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

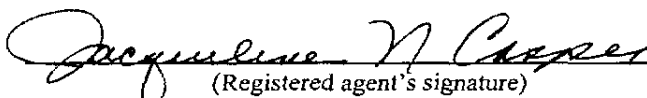
Name: CORPORATION SERVICE COMPANY

Office Address: 1201 HAYS STREET

TALLAHASSEE, Florida 32301
(City) (Zip code)

Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place
signated 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.


(Registered agent's signature)

Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to
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.

Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attachment A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

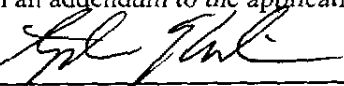
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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


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

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

Attachment A - Officers and Directors

Directors:

<u>Name</u>	<u>Residence Address</u>
John Katzman	320 Central Park West New York, NY 10025
John C. Reid	34 Prospect Avenue Larchmont, NY 10538
Richard Katzman	15 West 81 st Street New York, NY 10024
Richard Sarnoff	15 West 81 st Street New York, NY 10024
Sheree T. Speakman	1519 Oakwood Avenue Highland Park, IL 60035
Howard A. Tullman	1118 West Drummond Place Chicago, IL 60614
Dr. Frederick S. Humphries	8701 Georgia Avenue - Ste. 200 Silerspring, MD 20910

Officers:

<u>Name</u>	<u>Office</u>	<u>Residence Address</u>
John Katzman	Chairman and CEO	320 Central Park West New York, NY 10025
Mark Chernis	President, Chief Operating Officer and Secretary	101 West 90 th Street New York, NY 10024
Stephen Melvin	CFO and Treasurer	200 West 86 th Street New York, NY 10024

Delaware

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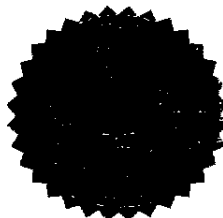
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE PRINCETON REVIEW, 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 NINTH DAY OF NOVEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE PRINCETON REVIEW, INC." WAS INCORPORATED ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2000.

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

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3204484 8300

AUTHENTICATION: 3466481

040808733

DATE: 11-09-04