

To: FL Dept. of State  
Subject: 00063 3564

From: Katie Womack

Tuesday, March 08, 2005 3:58 PM Page: 1 of 4

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Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

**FOREIGN PROFIT QUALIFICATION  
NEW CENTURY EDUCATION SERVICES CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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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. New Century Education Services Corp.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")  
  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 1, 2003 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. 220 Old New Brunswick Road, Piscataway, NJ 08854  
(Principal office address)  
  
220 Old New Brunswick Road, Piscataway, NJ 08854  
(Current mailing address)
8. To provide supplemental education services to public and private schools  
(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: NRAI Services, Inc.  
  
Office Address: 2731 Executive Park Drive, Suite 4  
  
Weston, Florida 33331  
(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.*

NRAI Services, Inc.

By: Geraldine Miranda

(Registered agent's signature)

Geraldine Miranda, Assistant Secretary

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:

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**A. DIRECTORS**

Chairman: James I. Griffin

Address: 220 Old New Brunswick Road, Piscataway, NJ 08854

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Karen Brandhorst

Address: 800 South Pacific Coast Highway, Redondo Beach, CA

Director: Francois Letaconnoux

Address: 40 West 57th Street, New York NY

**B. OFFICERS**

President: Karen Brandhorst

Address: 800 South Pacific Coast Highway, Redondo Beach, CA

Vice President: / Chairman James I. Griffin

Address: 220 Old New Brunswick Road, Piscataway, NJ 08854


Secretary: S. David Harrison

Address: 275 Madison Avenue, New York, NY 10016

Treasurer: Carl Altenberg

Address: 220 Old New Brunswick Road, Piscataway, NJ 08854

**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. S. David Harrison, Secretary  
(Typed or printed name and capacity of person signing application)

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# Delaware

*The First State*

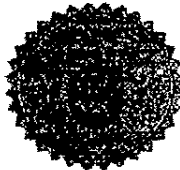
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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW CENTURY EDUCATION SERVICES CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF MARCH, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEW CENTURY EDUCATION SERVICES CORP." WAS INCORPORATED ON THE FIRST DAY OF JULY, A.D. 2003.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3724558

DATE: 03-07-05

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