

10/19/07



CORPORATION SERVICE COMPANY

FILED
07 OCT 18 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 275215 7107477

AUTHORIZATION

COST LIMIT : \$ 70.00

ORDER DATE : October 16, 2007

ORDER TIME : 12:03 PM

ORDER NO. : 275215-095

CUSTOMER NO: 7107477

FOREIGN FILINGS

NAME: PROMETRIC INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris -- EXT# 2937

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. Prometric 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. 26-0416596

(FEI number, if applicable)

4. June 18, 2007

(Date of incorporation)

5. Perpetual

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

6. upon qualification

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

7. Canton Crossing, 1501 South Clinton Street, Baltimore, MD 21224

(Principal office address)

Canton Crossing, 1501 South Clinton Street, Baltimore, MD 21224

(Current mailing address)

8. Provision of educational and testing service

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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

By: 

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

A. DIRECTORS

Chairman: Kurt M. Landgraf

Address: c/o Educational Testing Service, Rosedale Road, Princeton, NJ 08541

Vice Chairman: Frank R. Gatti

Address: c/o Educational Testing Service, Rosedale Road, Princeton, NJ 08541

Director: Glenn C. Schroeder

Address: c/o Educational Testing Service, Rosedale Road, Princeton, NJ 08541

Director: Scott V. Weaver

Address: c/o Educational Testing Service, Rosedale Road, Princeton, NJ 08541

B. OFFICERS

President: See Attached list for officer information

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Frank R. Gatti

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

14. Frank R. Gatti, Vice President

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

Officers of Prometric Inc.

Michael Brannick	President and Treasurer Canton Crossing, 1501 South Clinton Street Baltimore, MD 21224
Alison Indrisano	Senior Vice President and Chief Operating Officer Canton Crossing, 1501 South Clinton Street Baltimore, MD 21224
Ray Kelly	Senior Vice President Canton Crossing, 1501 South Clinton Street Baltimore, MD 21224
Charles Kernan	Senior Vice President Canton Crossing, 1501 South Clinton Street Baltimore, MD 21224
Paul Forrester	Vice President Canton Crossing, 1501 South Clinton Street Baltimore, MD 21224
Stephen Williams	Vice President Canton Crossing, 1501 South Clinton Street Baltimore, MD 21224
Frank R. Gatti	Vice President c/o Educational Testing Service Rosedale Road Princeton, NJ 08541
Glenn C. Schroeder	Vice President c/o Educational Testing Service Rosedale Road Princeton, NJ 08541
Tony Scicchitano	General Counsel and Secretary Canton Crossing, 1501 South Clinton Street Baltimore, MD 21224

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROMETRIC 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 SEVENTEENTH DAY OF OCTOBER, A.D. 2007.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROMETRIC INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF JUNE, A.D. 2007.

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TALLAHASSEE, FLORIDA



4373111 8300

071127074

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6082846

DATE: 10-17-07