

F970002972993

Division of Corporations

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Florida Department of State
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FOREIGN PROFIT/NONPROFIT CORPORATION

Moody's Evaluations Inc.

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CG-81-21
2007

**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

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1. Moody's Evaluations 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 3. 26-1095988
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. September 19, 2007 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 7 World Trade Center, New York, NY 10007
(Principal office address)
c/o Moody's Corporation, 7 World Trade Center, New York, NY 10007
(Current mailing address)

8. To engage in any lawful act or activity for which a corporation may be organized under the Business Organizations Law.
(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: CT Corporation System

Office Address: 1200 South Pine Island Rd.

Plantation, Florida 33324
(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.

Carrie Bayne

(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: **Gus Harris**

Address: **c/o Moody's Corporation, 7 World Trade Center, New York, NY 10007**

Director: **Jacob Grotta**

Address: **c/o Moody's Corporation, 7 World Trade Center, New York, NY 10007**

B. OFFICERS

President: **Gus Harris**

Address: **c/o Moody's Corporation, 7 World Trade Center, New York, NY 10007**

Vice President: **Phil Braverman**

Address: **c/o Moody's Corporation, 7 World Trade Center, New York, NY 10007**

Secretary: **Jane Clark**

Address: **c/o Moody's Corporation, 7 World Trade Center, New York, NY 10007**

Treasurer: **Carlton Charles**

Address: **c/o Moody's Corporation, 7 World Trade Center, New York, NY 10007**

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

13. Jane Clark
(Signature of Director or Officer listed in number 12 of the application)

14. Jane Clark Secretary
(Typed or printed name and capacity of person signing application)

Delaware

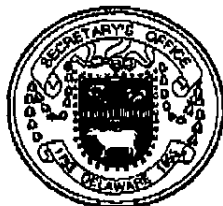
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SECRETARY OF STATE
DALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MOODY'S EVALUATIONS 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 NINETEENTH DAY OF SEPTEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MOODY'S EVALUATIONS INC." WAS INCORPORATED ON THE NINETEENTH DAY OF SEPTEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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071030876

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6011550

DATE: 09-19-07