

F090000002226

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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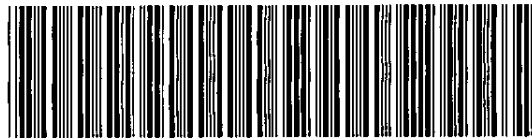
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EP 6/4/09



CT

a Wolters Kluwer business

CT  
1203 Governors Square Blvd.  
Tallahassee, FL 32301-2960

850 222 1092 tel  
850 222 7615 fax  
www.ctlegalsolutions.com

June 3, 2009

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Please file 1st

Re: Order #: 7579274 SO  
Customer Reference 1: None Given  
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Denver Acquisition Corp. (DE)  
Qualification  
Florida

~~TESST-KAP, L.L.C. (DE)~~ **Denver Acquisition Corp (DE)**  
Cert Copy of Certificate of Authority  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair  
CL Operations Specialist  
Christina.McNeair@wolterskluwer.com

CT Corporation

Chris McNeair  
Assistant Secretary

June 3, 2009

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Clifton Building  
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Tallahassee FL 32301

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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. Denver Acquisition Corp.  
(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. 58-2571945  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 22, 2000 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. c/o Kaplan Higher Education, 6301 Kaplan University Avenue, Fort Lauderdale, FL 33309  
(Principal office address)

c/o Kaplan Higher Education, , 3750 Brookside Parkway, Suite 150, Alpharetta, GA 30022  
(Current mailing address)

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TALLAHASSEE, FLORIDA

8. To provide educational services  
(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)

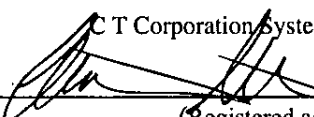
Name: C T Corporation System

Office Address: 1200 South Pine Island Road

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.*

By:   
(Registered agent's signature)

**Chris McNeair**  
**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:

**A. DIRECTORS**

Director: Andrew S. Rosen

Address: Kaplan Inc., 6301 Kaplan University Avenue, Fort Lauderdale, FL 33309

Director : Johan de Muinck Keizer

Address: Kaplan Inc., 888 Seventh Avenue, 23rd Floor, New York, NY 10106

Director: Robert L. Lane

Address: Kaplan Inc., 888 Seventh Avenue, 23rd Floor, New York, NY 10106

Director: \_\_\_\_\_

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

**B. OFFICERS**

President: Jeffrey Conlon

Address: Kaplan Higher Education, 311 S. Wacker Drive, Suite 3300, Chicago, IL 60606

CFO, Treasurer &

Vice President: Matthew C. Seelye

Address: Kaplan Higher Education, 6301 Kaplan University Avenue, Fort Lauderdale, FL 33309

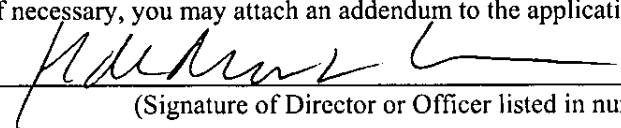
Secretary: Johan de Muinck Keizer

Address: Kaplan Inc., 888 Seventh Avenue, 23rd Floor, New York, NY 10106

Asst. Treasurer: Kevin Corser

Address: Kaplan Higher Education, , 3750 Brookside Parkway, Suite 150, Alpharetta, GA 30022

**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. Johan de Muinck Keizer, Secretary  
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DENVER ACQUISITION 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 SECOND DAY OF JUNE, A.D. 2009.

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.

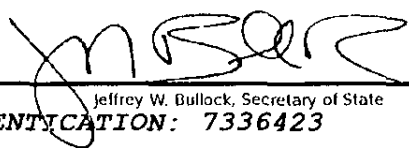
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7336423

DATE: 06-02-09