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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: CAMBRIDGE ASSESSMENT INC.
Name of Corporation – must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", or "Certificate of Status" and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

SEAN HAYDE
Name of Person

CAMBRIDGE ASSESSMENT INC.
Firm/Company

1501 BROADWAY, 12TH FLOOR
Address

NEW YORK, NY 10036-5601
City/State and Zip Code

HAYDE.S@CAMBRIDGEASSESSMENT.ORG.UK
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

SEAN HAYDE at 44 (0) 1223-553353
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. CAMBRIDGE ASSESSMENT INC.

(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

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

2. DELAWARE 3. 80-0546414
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 02/05/2010 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 8/27/2014
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S., to determine penalty liability.)

7. 1501 BROADWAY, 12TH FLOOR, NEW YORK, NY 10036-5601
(Principal office address)

1501 BROADWAY, 12TH FLOOR, NEW YORK, NY 10036-5601
(Current mailing address)

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8. PROVIDE TEACHING AND RESEARCH AND TO PROMOTE EXAM STANDARDS AND DISSEMINATE ACADEMIC MATERIALS
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

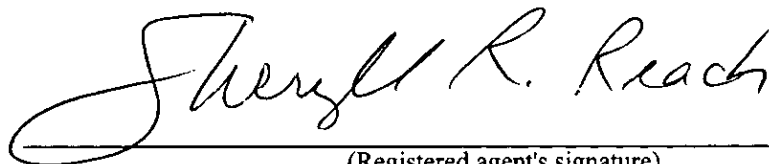
Name: SHERYLL REACH

Office Address: 131 BID A WEE LANE

PANAMA BEACH, Florida 32413
(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.


(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 addresses of officers and/or directors

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A. DIRECTORS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Chairman: ROGER JOHNSON

Address: 1 HILLS ROAD

CAMBRIDGE, CB1 2EU, UK

Vice Chairman: SIMON LEBUS

Address: 1 HILLS ROAD

CAMBRIDGE, CB1 2EU, UK

Director: MICHAEL O'SULLIVAN

Address: 1 HILLS ROAD

CAMBRIDGE, CB1 2EU, UK

Director: JACQUELINE RIPPETH

Address: 1 HILLS ROAD

CAMBRIDGE, CB1 2EU, UK

B. OFFICERS

President: SEAN HAYDE

Address: 1 HILLS ROAD

CAMBRIDGE, CB1 2EU, UK

Vice President: _____

Address: _____

Secretary: SEAN HAYDE

Address: 1 HILLS ROAD, CAMBRIDGE, CB1 2EU, UK

Treasurer: SEAN HAYDE

Address: 1 HILLS ROAD, CAMBRIDGE, CB1 2EU, UK

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

13. J. Rippeith
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JACQUELINE RIPPETH, DIRECTOR
(Typed or printed name and capacity of person signing application)

Delaware

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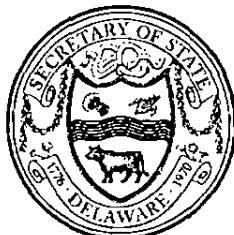
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAMBRIDGE ASSESSMENT 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 SEPTEMBER, A.D. 2014.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1681324

DATE: 09-09-14