

Document Number Only  
**F 9600000 3922**

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

000001910500  
-00/01/90--01032--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Pearson Professional Inc.

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| <input checked="" type="checkbox"/> Profit             | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit                     |   |   |
| <input type="checkbox"/> Limited Liability Company     | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input checked="" type="checkbox"/> Foreign            |   |   |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Reinstatement                 | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Liability Partnership |   | <input type="checkbox"/> Fictitious Name    |
| <input type="checkbox"/> Certified Copy                | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready               | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In            | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                      |   |   |

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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. PEARSON PROFESSIONAL INC.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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.)
2. Delaware  
(State or country under the law of which it is incorporated)
3. Applied for  
(FEI number, if applicable)
4. 07/29/96 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Will not transact business in Florida until authorization is effective  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, (1))
7. c/o Cowan & Minetz, Chartered  
180 North LaSalle Street, Suite 2901, Chicago, Illinois, 60601  
(Current mailing address)
8. Provide information services for advertising industry  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM


Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324  
(Zip Code)

10. Registered agent 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.*

C T CORPORATION SYSTEM

  
(Registered agent's signature) (Officer)

Jeffrey R. Graves, Asst. Secretary  
(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

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

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

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

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

Director: Peter Warwick

Address: Maple House, 149 Tottenham Court Road

London W1P 9LL ENGLAND

Director: Philip Hoffman

Address: 30 Rockefeller Plaza, 50th Floor

New York, New York 10112-5095

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B. OFFICERS

President: Peter Warwick

Address: Maple House, 149 Tottenham Court Road

London W1P 9LL ENGLAND

Vice President: Philip Hoffman

Address: 30 Rockefeller Plaza, 50th Floor

New York, New York 10112-5095

Secretary: William H. Cowan

Address: 180 North LaSalle Street, Suite 2901

Chicago, Illinois 60601

Treasurer: \_\_\_\_\_

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

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

13. William H. Cowan  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William H. Cowan, Secretary  
(Typed or printed name and capacity of person signing application)

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State of Delaware  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PEARSON PROFESSIONAL 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 THIRTIETH DAY OF JULY, A.D. 1996.

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

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*Edward J. Freel*  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

8046695

DATE:

07-30-96