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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

National Association of State Boards
of Accountancy, Inc

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*****70.00 *****70.00

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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. National Association of State Boards of Accountancy, 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 3. 13-3448166
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 4, 1987 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 150 Fourth Avenue North, Nashville, Tennessee 37219-2417
(Current mailing address)

8. Professional education review service
(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:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine
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 obligation of my position as registered agent.*

C T Corporation System

Mary R. Adams
(Registered agent's signature) (Officer)

Mary Adams, Asst. Secretary
(Type Name and Title of Officer)

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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: Sarah G. Blake, CPA

Address: Plaza Palomino 2930 N. Swan Road, Suite 209

Tucson, Arizona 85712-1255

Vice Chairman: Milton Brown, PA

Address: 1070 Clifton Avenue

Clifton, New Jersey 07013

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: David Costello

Address: 150 Fourth Avenue North

Nashville, Tennessee 37219-2417

Vice President: Lorraine Sachs

Address: 150 Fourth Avenue North

Nashville, Tennessee 37219-2417

Secretary: _____

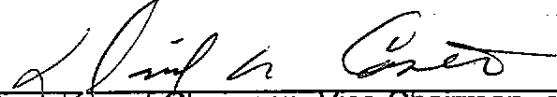
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Treasurer: _____

Address: _____

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

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

14. David Costello, President _____
(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 THAT THE CERTIFICATE OF INCORPORATION OF "NATIONAL ASSOCIATION OF STATE BOARDS OF ACCOUNTANCY, INC.", WAS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF MAY, A.D. 1987.

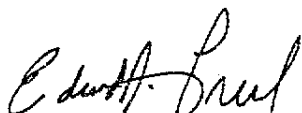
AND I DO FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS A NON-PROFIT AND NON-STOCK CORPORATION.

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Edward J. Freel, Secretary of State

AUTHENTICATION:

2125246 8300C

DATE: 8940745

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02-25-98