

F98000001325

CT CORPORATION SYSTEM

January 18, 1999

1201 Peachtree Street, NE

Atlanta, GA 30361

Tel. 404 888 7796

Fax 404 888 7795

Mr. Hart Collins

Secretary of State

Corporate Records Bureau

Division of Corporations

409 East Gaines Street

Tallahassee, FL 32399

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-02/02/99-01076--001

*****35.00 *****35.00

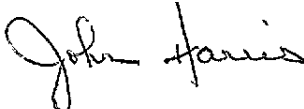
Dear Mr. Collins:

As requested by Lisa Dampf of the National Association of State Boards of Accountancy, we enclosed an Application by Foreign Not For Profit Corporation for Authorization to Conduct its Affairs in Florida. This corporation originally qualified in Florida on March 9, 1998. However, it qualified as a for profit corporation. It should have been a non-profit corporation.

Ms. Dampf has informed me that you instructed her to file the nonprofit form. She stated that we should send this directly to you. Also, she stated that a good standing certificate from Delaware is not necessary.

If funds are needed to process the amendment filing or if you have any questions, please contact me at (800) 241-8922. Thank you for your assistance.

Sincerely yours,



John Harris

Customer Specialist

Enclosures

*Called - will send
\$35 re 1/25*

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**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. National Association of State Boards of Accountancy, 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.)

2. Delaware 3. _____
(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. March, 1998
(Date corporation first conducted Affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 150 Fourth Avenue North
Nashville, Tn 37219
(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:

CT Corporation System
(Name)

c/o CT Corporation System, 1200 S. Pine Island Rd.
(Office address)

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.

Mary R Adams

(Registered agent's signature)

**MARY R. ADAMS
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

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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: (Street address only- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Milton Brown

Address: 1070 Clifton Avenue

Clifton, NJ 07013

Vice Chairman: Dennis Spackman

Address: 50 East North Temple, 15th Floor

Salt Lake City, Utah 84150

Director: Barton Baldwin

Address: 112 N. Center Street

Mt. Olive, NC 28365

Director: Sheila Birch

Address: 25201 Chagon Blvd., # 200

Beachwood, OH 44122-5633

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: David Costello

Address: 150 Fourth Avenue North, Suite 700

Nashville, TN 37209

Vice President: Lorraine Sachs

Address: 150 Fourth Avenue North, Suite 700

Nashville, TN 37219

Secretary: _____

Address: _____

Treasurer: Robert E. Brosky

Address: 150 Fourth Avenue North, Suite 700; Nashville, TN 37209

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)

Robert E. Brosky, Treasurer

(Typed or printed name and capacity of person signing application)