



THE UNITED STATES
CORPORATION
COMPANY

M00000001897

ACCOUNT NO. : 072100000032
REFERENCE : 823021 4352608
AUTHORIZATION : \$125.00
COST LIMIT : ~~\$500.00~~

FILED
00 SEP 8 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Patricia P. [signature]

ORDER DATE : September 7, 2000
ORDER TIME : 10:13 AM
ORDER NO. : 823021-005
CUSTOMER NO: 4352608
CUSTOMER: Mr. Ray Grampp
The Princeton Review, Inc.
2315 Broadway

000003386570--0

New York, NY 10024

FOREIGN FILINGS

NAME: PRINCETON REVIEW PUBLISHING,
L.L.C.

5

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

[signature]
9/8

FILED
00 SEP - 8 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
00 SEP - 8 AM 11:31
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 8, 2000

JANNA WILSON
CSC
TALLAHASSEE, FL

SUBJECT: PRINCETON REVIEW PUBLISHING, L.L.C.
Ref. Number: W00000022103

We have received your document for PRINCETON REVIEW PUBLISHING, L.L.C. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

It seems that PRINCETON REVIEW PUBLISHING, L.L.C. is a Delaware limited liability company.

You have have used a form to qualify a foreign corporation -- NOT a limited liability company -- in Florida. We cannot accept this form.

Please complete and sign the enclosed qualification for a FOREIGN LIMITED LIABILITY COMPANY and resubmit.

Please also note that the TOTAL required to qualify a foreign limited liability company is \$125.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 300A000477

RESUBMIT
Please give
Commission
Original
SEP - 8 AM 11:18
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 SEP 18 AM 10:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Princeton Review Publishing, L.L.C.
(Name of foreign limited liability company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 13-3839184
(FEI number, if applicable)
4. June 1, 1995
(Date of Organization)
5. December 31, 2015
(Duration: Year limited liability company will cease to exist or "perpetual")
6. August 31, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2315 BROADWAY
NEW YORK CITY, NY 10024
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

John S. Katzmarz (Chairman) 1/6 Princeton Review 2315 Broadway, NYC, NY 10024
Mark J. Chernis (Secy/Pres.) 1/6 Princeton Review 2315 Broadway, NYC, NY 10024
Stephen E. Mecum (Treas) 1/6 Princeton Review 2315 Broadway, NYC, NY 10024

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Marketing and
sale of certain educational products and services

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Mark J. Chernis

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Princeton Review Publishing, LLC.

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
City/State/Zip

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

Laura R. Dunlap
(Signature)

Laura R. Dunlap
as its agent

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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 "PRINCETON REVIEW PUBLISHING, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF SEPTEMBER, A.D. 2000.

FILED
00 SEP -8 AM 11:18
SECRETARY OF STATE
DELAWARE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2506344 -8300

001450813

AUTHENTICATION: 0660918

DATE: 09-07-00