

MU7000003465

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

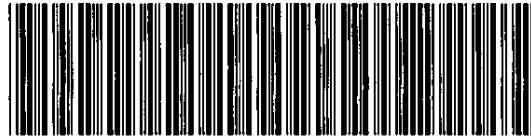
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07 JUN 11 AM 9:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

2007 JUN 11 AM 8:46

TO ACKNOWLEDGE  
SUFFICIENCY OF FILING



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 928103 4332209

AUTHORIZATION :

COST LIMIT : \$ 125.00

FILED  
07 JUN 11 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : June 1, 2007

ORDER TIME : 4:42 PM

ORDER NO. : 928103-060

CUSTOMER NO: 4332209

FOREIGN FILINGS

NAME: PROMETRIC HOLDINGS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: \_\_\_\_\_

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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Prometric Holdings LLC

(Name of Foreign Limited Liability Company)

2. Delaware

(Jurisdiction under the law of which foreign limited liability  
company is organized)

3. 20-8855079

(FEI number, if applicable)

4. 4/13/2007

(Date of Organization)

5. perpetual

(Duration: Year limited liability company will cease to  
exist or "perpetual")

6. upon filing

(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. One Corporate Commons, 100 W Commons Blvd, Ste 435

New Castle, DE 19720

(Street Address of Principal Office)

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

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

Thomcorp Holdings Inc.

195 Broadway

New York, New York 10007

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: \_\_\_\_\_

testing and assessment 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.)

Helen V Stamatiadis

Typed or printed name of signer

Assistant Secretary of Member

Thomcorp Holdings Inc

FILED  
07 JUN 11 AM 9:39  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**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:

Prometric Holdings 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

*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, Florida Statutes.*

Corporation Service Company

By: John H. Pelletier

(Signature)

JOHN H. PELLETIER

ASST. VICE PRESIDENT

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

**BOARD OF MANAGERS**  
**PROMETRIC HOLDINGS LLC**

Edward A. Friedland, c/o Thomson, One Station Place, Stamford, CT 06902  
Marc E. Gold, c/o Thomson, One Station Place, Stamford, CT 06902  
Linda J. Walker, c/o Thomson, One Station Place, Stamford, CT 06902

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROMETRIC HOLDINGS LLC" 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 SIXTH DAY OF JUNE, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROMETRIC HOLDINGS LLC" WAS FORMED ON THE THIRTEENTH DAY OF APRIL, A.D. 2007.

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

4333952 8300

070680321



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5735345

DATE: 06-06-07