

From:

01/14/2013 13:45

#095 P.001/004

Division of Corporations

Page 1 of 1

M13000010300278

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H13000010300 3)))



H130000103003AECI

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I200000000088
Phone : (800) 221-0102
Fax Number : (800) 944-6607

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2013 JAN 14 AM 9:53

FILED

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: linda_widmer@mcgraw-hill.com

**Foreign Limited Liability Company
McGraw-Hill Education LLC**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

RECEIVED

13 JAN 14 PM 2:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

JAN 15 2013

D. BRUCE

From:

01/14/2013 13:45

#095 P.002/004

((H13000010300 3)))

**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. McGraw-Hill Education LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. DE 3. 45-0872435
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 08/09/2012 5. perpetual
(Date of Organization) (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. 2 Penn Plaza 12th FL
New York NY 10121
(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:

The McGraw-Hill Companies, Inc. 2 Penn Plaza 12th FL New York NY 10121

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: _____

educational publishing

/s Deborah Flanagan

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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Deborah Flanagan

Typed or printed name of signee

((H13000010300 3)))

FILED
2013 JAN 14 AM 9:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

From:

01/14/2013 13:46

#095 P.003/004

((H13000010300 3)))

**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:

McGraw-Hill Education LLC

If unavailable, the alternate to be used in the state of Florida is:

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

National Corporate Research, Ltd., Inc.

(Name)

155 Office Plaza Drive

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

32301

City/State/Zip

2013 JAN 14 AM 9:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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.

Peterson Jarvis
Assist. Sect.
(Signature)

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

((H13000010300 3)))

(((H13000010300 3)))

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MCGRAW-HILL EDUCATION 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 NINTH DAY OF JANUARY, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MCGRAW-HILL EDUCATION LLC" WAS FORMED ON THE NINTH DAY OF AUGUST, A.D. 2012.

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

5196370 8300

130027622

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0130873

DATE: 01-09-13

(((H13000010300 3)))