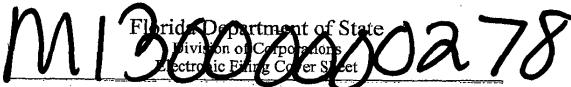
Division of Corporations

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Foreign Limited Liability Company McGraw-Hill Education LLC

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

	OMPLIANCE WITH SECTION 608.503, FLORIDA ED LIABILITY COMPANY TO TRANSACT BUSINESS			ED TO REGIST	ER A FO	OREKGN
1	McGraw-	Hill Education	LLC			
**-	(Name of Foreign Limited Liability Company; m	ust include "Limite	d Liability Company," "I	.L.C.," or "LLC	2.")	-
conse	me unavailable, enter alternate name adopted for the managers or managing members adopting any," "L.L.C," "LLC.")	he purpose of transa g the alternate name.	cting business in Florida The alternate name mus	and attach a cop t include "Limit	y of the ed Liabil	- written lity
2.	DE	3.	45-087243 (FEI number, if ap	35		
(Ju	DE risdiction under the law of which foreign limited li opany is organized)	ability	(FEI number, if ap	plicable)		-
4	08/09/2012	5	perpetua on: Year limited liability	ıł		-
_	(Date of Organization)	(Durat exist o	ion: Year limited liability r "perpetual")	company will c	ease to	
6.		upon filing		∑ co	20	_
_	(Date first transacted busine (See sections 608.501 & 608.	ess in Florida, if price	or to registration.) ne penalty liability)	ECAE	NYF EI	n
7	2 Peni	2 Penn Plaza 12th FL				
	New York			10121 E	 	- 12-24-4 1
	(Street	Address of Principa	Office)	رن يا بايد	3K	Caracast.
	limited liability company is a manager-mane name and usual business addresses of the	•		TATE	9: 53	آ _{سوس} اً
		Plaza 12th FL	New York		0121	_
						-
-		<u>. </u>			·	-
thejur	trached is an original certificate of existence, no more isdiction under the law of which it is organized. (Aption of the certificate under cath of the translator mus	shotocopy is not acce	ly authenticated by the offi ptable. If the certificate is i	cial having custon a foreign lang	ody of rec uage, a	conds in
11. ľ	Nature of business or purposes to be condu	icted or promote	d in Florida:	···		;
_	educa	ational publish	lng			. •
	/s Debora	ah Flanagan				
	Signature of a member o					
	(In accordance with section 608.408(3), F.S., penalties of perjury that the facts stated here document to the Department of State of	ein are true. I am awa	re that any false informat	tion submitted it	18.1	
		eborah Flanag			•	
		printed name of		· · · · · · · · · · · · · · · · · · ·		

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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 Compar			
	McGraw-H	ill Education I	LLC	
If unavailable, the	alternate to be used in the	state of Florida	is:	
2. The name and the	ne Florida street address of	the registered a	agent and office are:	2018 JAN 1 4 SECRETARY
	National Corp	orate Research,	Ltd., Inc.	HAN A
		(Name)		- SSE
•	400.0	ee - Ši Dii	· -	
155 Office Plaza Drive Florida Street Address (P.O. Box NOT ACCEPTABLE)				9: 5 3 9: 5 3 STATE _COUD
				ω π ω
	Tallahassee	FL City/State/Zip	32301	_
liability company at agent and agree to crelating to the proper obligations of my no	as registered agent and to the place designated in this act in this capacity. I furthe er and complete performant esition as registered agent a Left (Signatu	s certificate, I he er agree to comp ce of my duties, c as provided for it	reby accept the appoint ly with the provisions of and I am familiar with a n Chapter 608. Florida 3	ment as registered fall statutes ind accept the
		Filing Fee for A	Application Registered Agent	

\$ 30.00 Certified Copy (optional)

5.00 Certificate of Status (optional)

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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

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

AUTHENTY CATION: 0130873

DATE: 01-09-13