

199000000461

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT:

SCHOLASTIC TESTING SYSTEMS, LLC

(Name of corporation - must include suffix)

Dear Sir or Madam: 00189-01116-00707-00671-W99-4573

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following: 300002782929--1

KENNETH D. WALKER

(Name of Person)

SCHOLASTIC TESTING SYSTEMS, LLC

(Firm/Company)

206 NORTH WASHINGTON STREET, STE 320

(Address)

ALEXANDRIA, VA 22314

(City/State/Zip)

Kenneth Walker

GAVE
AUTHORIZATION BY PHONE TO
CORRECT MGRM TITLES (4.8)
DATE 3/24/99
DOC. EXAM MGRM

Should you need to call someone concerning this matter, please call:

→ KENNETH D. WALKER, PRES.

ALT) WILLIAM J. ZUBERBOHLER at (703) 836-8092

(Name of Person)

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☒ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

Name Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 24 PM 3:54



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 24, 1999

KENNETH D. WALKER
206 NORTH WASHINGTON STREET, STE 320
ALEXANDRIA, VA 22314

SUBJECT: SCHOLASTIC TESTING SYSTEMS, LLC
Ref. Number: W99000004573

We have received your document for SCHOLASTIC TESTING SYSTEMS, LLC and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

There is a balance due of \$197.50.

We are enclosing the proper form(s) with instructions for your convenience.

Please complete the attached application to qualify a Foreign Limited Liability Company to transact business in Florida, we have retained the Certificate of Status from Virginia in this office.,

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 699A00008481

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

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

1. SCHOLASTIC TESTING SYSTEMS, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. VIRGINIA
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 54-1918821
(FEI number, if applicable)
4. 1/9/99
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 4/1/99
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 206 NORTH WASHINGTON ST. SUITE 320
ALEXANDRIA, VA 22314
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>KENNETH D. WALKER</u>	<u>MGRM /</u> <u>PRESIDENT</u>		
<u>1800 HACKAMORE LANE</u>			
<u>ALEXANDRIA, VA 22308</u>			
	<u>MGRM /</u>		
<u>WILLIAM J. ZUBERBUHLER</u>	<u>CEO</u>		
<u>58 WOLFE STREET</u>			
<u>ALEXANDRIA, VA 22314</u>			

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

a Virginia Limited Liability Company certificate was filed in this office on November 20, 1998 by SCHOLASTIC TESTING SYSTEMS, LLC.

a certificate of cancellation has not been filed in this office by SCHOLASTIC TESTING SYSTEMS, LLC.

Nothing more is hereby certified.



Signed and Sealed at Richmond
February 16, 1999
on this Date:

Joel H. Beck

Clerk of the Commission

**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:

SCHOLASTIC TESTING SYSTEMS, LLC

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

ROBERT M HOWARD

(Name)

2199 ASTOR STREET, UNIT 402

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

ORANGE PARK FL 32073

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.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

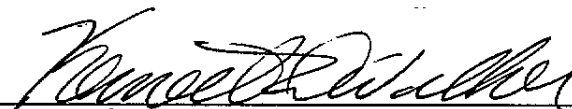
The undersigned member or authorized representative of a member of _____
SCHOLASTIC TESTING SYSTEMS, LLC certifies: _____

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is _____ \$ 1,000,000.

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is _____ \$ 1,000,000.
(This total includes amounts from 2 and 3 above.)



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

KENNETH D. WALKER

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit