

# State of Idaho

Office of the Secretary of State

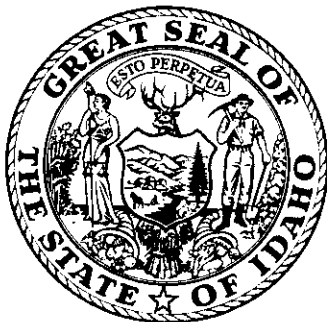
**CERTIFICATE OF AUTHORITY  
OF  
ELS EDUCATIONAL SERVICES, INC.**

File Number C 157282

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 15 November 2004



*Ben Yursa*  
SECRETARY OF STATE

By *Kristen W.*



# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

**FILED EFFECTIVE**  
04 NOV 15 AM 11:25

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:  
ELS Educational Services, Inc.
2. The name which it shall use in Idaho is: \_\_\_\_\_
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: April 7, 1966
5. The address of its principal office is:  
400 Alexander Park, Princeton, NJ 08540-6306
6. The address to which correspondence should be addressed, if different from item 5, is:  
\_\_\_\_\_
7. The street address of its registered office in Idaho is: 1401 Shoreline Dr., Suite 2, Boise, ID 83702  
and its registered agent in Idaho at that address is: Corporation Service Company
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Mark W. Harris</u>	<u>Dir/Pres/CEO</u>	<u>400 Alexander Pk, Princeton NJ 08540</u>
<u>Paul H. Weinstein</u>	<u>Dir/VP/Gen'l Cnsl/Secy</u>	<u>400 Alexander Pk, Princeton, NJ 08540</u>
<u>Charles Gilbert</u>	<u>Vice President</u>	<u>400 Alexander Pk, Princeton, NJ 08540</u>
<u>Alistair Gatoff</u>	<u>Vice President</u>	<u>400 Alexander Pk, Princeton, NJ 08540</u>
<u>David Turner</u>	<u>Treasurer</u>	<u>400 Alexander Pk, Princeton, NJ 08540</u>

Dated: Nov. 8, 2004

Signature: *Paul H. Weinstein*

Typed Name: Paul H. Weinstein

Capacity: V.P., Gen'l Cnsl & Sec'y

Customer Acct # : \_\_\_\_\_

(If using pre-paid account)

Secretary of State use only

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IDAHO SECRETARY OF STATE  
**11/15/2004 05:00**  
CK: 56286 CT: 49569 BH: 776545  
1 @ 100.00 = 100.00 AUTH PRO # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

C157282

# Delaware

PAGE 1

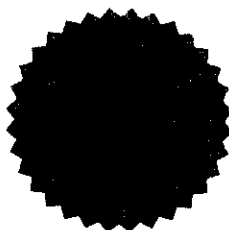
## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELS EDUCATIONAL SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF NOVEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ELS EDUCATIONAL SERVICES, INC." WAS INCORPORATED ON THE SEVENTH DAY OF APRIL, A.D. 1966.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

0639624 8300

AUTHENTICATION: 3468964

040811792

DATE: 11-10-04