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ACCOUNT NO. : 072100000032

REFERENCE : 573670 6099A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 22, 1997

ORDER TIME : 10:04 AM

ORDER NO. : 573670-015

CUSTOMER NO: 6099A

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-10/29/97--01063--037

\*\*\*\*\*70.00 \*\*\*\*\*70.00

CUSTOMER: Ms. Laraine C. Charbonneau  
Moyle Flanigan Katz Fitzgerald  
625 N. flagler Drive, 9th Floor  
P. O. Box 3888  
West Palm Beach, FL 33401

FOREIGN FILINGS

NAME: SOUTH EDUCATION CORPORATION

File  
First

QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

RECEIVED

97 OCT 28 AM 11:27  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 28 AM 11:57

10/28

# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:

1. SOUTH EDUCATION CORPORATION

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Georgia

(State or country under the law of which it is incorporated)

3. 58-1506710

(FEI number, if applicable)

4. March 29, 1991

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. To date, no business has been transacted in Florida

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 709 Mall Boulevard

Savannah, Georgia 31406

(Current mailing address)

8.

ownership and operation of private educational institution

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: John F. Flanigan, Esquire

Office Address: 625 North Flagler Drive, 9th Floor

West Palm Beach, Florida, 33401

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: 

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P.O. Box NOT acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: John T. South, III

Address: 709 Mall Boulevard

Savannah, Georgia 31406

Vice Chairman: Donna M. South

Address: 709 Mall Boulevard

Savannah, Georgia 31406

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: John T. South, III

Address: 709 Mall Boulevard

Savannah, Georgia 31406

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Donna M. South

Address: 709 Mall Boulevard

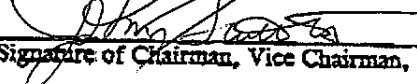
Savannah, Georgia 31406

Asst. Sec. Don L. Waters

Address: 709 Mall Boulevard

Savannah, Georgia 31406

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. John T. South, III, President  
(Typed or printed name and capacity of person signing application)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 28 AM 11:57

Secretary of State  
Corporations Division  
Suite 315, West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 972960942  
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DATE INC/AUTH/FILED: 03/01/1983  
JURISDICTION : GEORGIA  
PRINT DATE : 10/23/1997  
FORM NUMBER : 211

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 28 AM 11:57

CSC

KEVIN G. JOHNSON  
100 PEACHTREE STREET, STE 660  
ATLANTA, GA 30303

### CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

#### **SOUTH EDUCATION CORPORATION A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



*Lewis A. Massey*

Lewis A. Massey  
Secretary of State