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TRANSMITTAL LETTER

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TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: AMERICAN SCHOOLS OF PROFESSIONAL PSYCHOLOGY, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

WILLIAM S. HERST
(Name of Person)
ATTORNEY AT LAW
(Firm/Company)
555 SKOKIE BOULEVARD, SUITE 500
(Address)
NORTHBROOK, ILLINOIS 60062
(City/State/Zip)

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

WILLIAM S. HERST at (847) 559-8555
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

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

1. AMERICAN SCHOOLS OF PROFESSIONAL PSYCHOLOGY, INC.
(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. ILLINOIS 3. 36-2855674
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JANUARY 22, 1967 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 20 SOUTH CLARK STREET, SUITE 300
CHICAGO, ILLINOIS 60603
(Current mailing address)

8. POST GRADUATE 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)

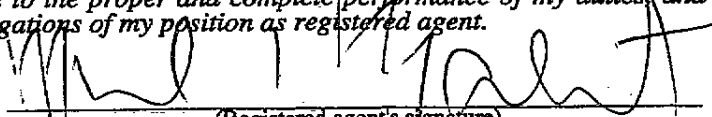
Name: MICHAEL C. MARKOVITZ

Office Address: 5250 17TH STREET, SUITE 3

SARASOTA, Florida, 34235
(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.


(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.

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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: MICHAEL C. MARKOVITZ
Address: 20 SOUTH CLARK STREET
CHICAGO, ILLINOIS 60603

Vice Chairman: _____
Address: _____

Director: THEODORE J. HERST
Address: 1319 TRAPP LANE
WINNETKA, ILLINOIS 60093

Director: RONALD MANGUM
Address: 35 EAST WACKER DRIVE
CHICAGO, ILLINOIS 60601

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

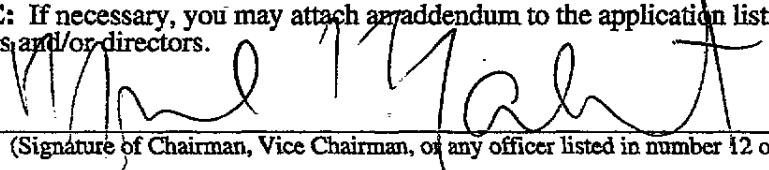
President: HAROLD O'DONNELL
Address: 875 NORTH LASALLE STREET
CHICAGO, ILLINOIS 60610

Vice President: BENJAMIN WYSE
Address: 20 SOUTH CLARK STREET
CHICAGO, ILLINOIS 60603

Secretary: RONALD MANGUM
Address: 35 EAST WACKER DRIVE
CHICAGO, ILLINOIS 60601

Treasurer: MICHAEL C. MARKOVITZ
Address: 20 SOUTH CLARK STREET
CHICAGO, ILLINOIS 60603

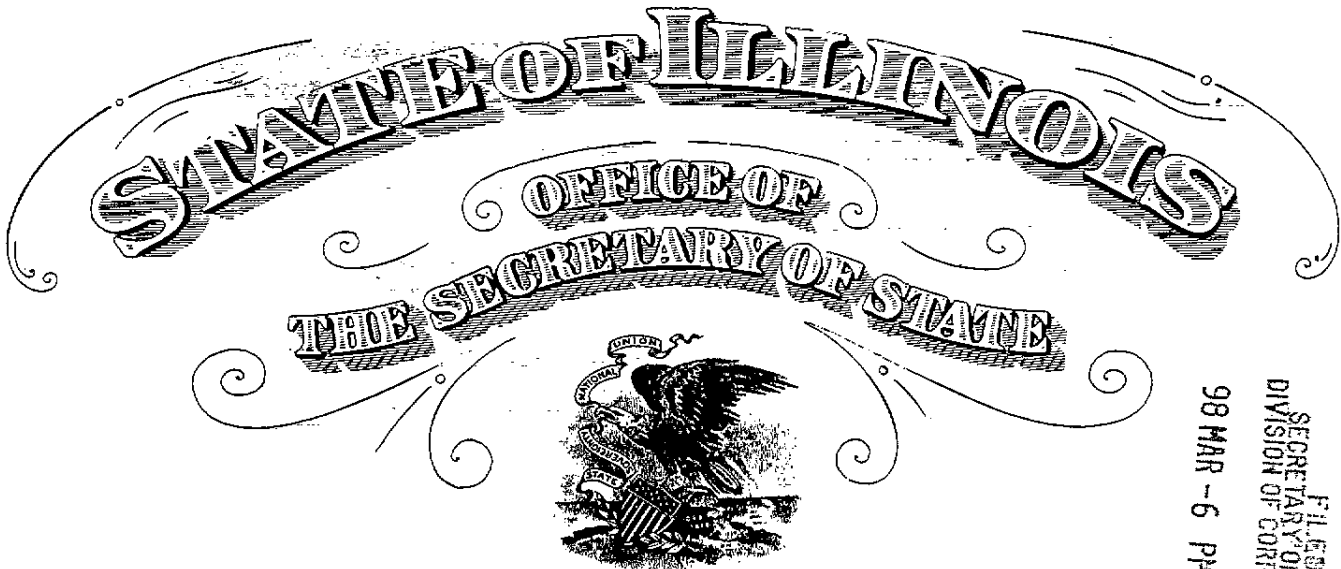
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. CHAIRMAN, TREASURER
(Typed or printed name and capacity of person signing application)

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File Number 5081-271-5



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To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,

do hereby certify that

AMERICAN SCHOOLS OF PROFESSIONAL PSYCHOLOGY, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JANUARY 22, 1976, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois this* _____ 5TH *day of* _____ FEBRUARY *A.D., 19* 98.



George H Ryan
SECRETARY OF STATE