

19500000398

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
400 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W. FLAGLER ST  
SUITE 200  
MIAMI FL 33135  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3894  
FAX: (305) 541-3770

(((H95000005545)))  
DOCUMENT TYPE: LIMITED LIABILITY COMPANY  
NAME: NORTH BROWARD PREPARATORY SCHOOLS, L.C.  
FAX AUDIT NUMBER: H95000005545  
DATE REQUESTED: 05/17/1995  
CERTIFIED COPIES: 0  
NUMBER OF PAGES: 5  
ESTIMATED CHARGE: \$285.00

CURRENT STATUS: REQUESTED  
TIME REQUESTED: 13:30:00  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 072450003256

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000005545)))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM CAPS Connect: 00:28:1

101-11534  
5/23

Name: Same - 509  
Affidavit - 1127  
Address of num ~~1127~~ 627

FILED 9211  
95 MAY 22 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morihum  
Secretary of State

May 18, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: NORTH BROWARD PREPARATORY SCHOOLS, L.C.  
REF: W95000010530

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The Limited Liability Company name must be the same throughout the document.

The document must contain the names and street addresses of the members or managers of the limited liability company.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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 (904) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H95000005545  
Letter Number: 795A00025486

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morikumi  
Secretary of State

May 18, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: NORTH BROWARD PREPARATORY SCHOOLS, I.C.  
REF: W95000010530

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The Limited Liability Company name must be the same throughout the document.

The document must contain the names and street addresses of the members or managers of the limited liability company.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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 (904) 487-6934.

Loria Poole  
Corporate Specialist

FAK Aud. #: H95000005345  
Letter Number: 79SA00025486

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

54-550000025677

ARTICLES OF ORGANIZATION  
of  
NORTH BROWARD PREPARATORY SCHOOLS, L.C.

The undersigned, for purposes of forming a limited liability company under Chapter 608, Florida Statutes, do hereby adopt the following Articles of Organization.

ARTICLE ONE

The name of the limited liability company is NORTH BROWARD PREPARATORY SCHOOLS, L.C., whose principal address is 1600 West Commercial Blvd., Fort Lauderdale, Florida 33309.

ARTICLE TWO

This limited liability company shall have perpetual existence commencing upon the filing of these ARTICLES OF ORGANIZATION.

ARTICLE THREE

The street address of the initial registered office of the limited liability company is, 1600 West Commercial Blvd., Fort Lauderdale, Florida 33309, and the name of its initial registered agent is John M. Camillo, Esq.

ARTICLE FOUR

The members herein shall have the right to admit additional members upon unanimous written consent of the existing members.

ARTICLE FIVE

The nature of the business to be transacted by this Limited Liability Company shall be any business permitted under the laws of the State of Florida.

ARTICLE SIX

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members may continue the business of the limited liability company without further action.

Prepared By: William D. Spruce, Esq.  
1600 West Commercial Blvd.  
Fort Lauderdale, FL 33309  
FL Bar No.: 967210

(305) 443-8000

54-550000025677

FILED  
95 MAY 22 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE SEVEN

The management of the limited liability company shall be reserved to the manager, who shall be elected annually by the members. The voting shall be weighted in proportion to each member's contributions to the capital of the limited liability company. The initial manager of the limited liability company shall be:

Philip E. Morgan  
1600 West Commercial Blvd.  
Fort Lauderdale, FL 33309

ARTICLE EIGHT

Capital Contributions. The limited liability company shall initially have two members, set forth below. Each member as his respective share, shall contribute to the capital of the limited liability company as follows:

Members

FLORIDA PREPARATORY SCHOOLS, LTD. 1600 W. Commercial Blvd. Fort Lauderdale, FL 33309	\$297,000.00
PREPARATORY SCHOOLS MANAGEMENT, INC. 1600 W. Commercial Blvd. Fort Lauderdale, FL 33309	\$3,000.00

Receipt of Contributions. Receipt of the capital contributions of each member as above specified is acknowledged by the limited liability company and its members.

Additional Contributions. No member has agreed to contribute as capital any additional cash or property.

ARTICLE NINE

Profits and Losses. The members shall share in the net profits and losses according to the following percentages:

FLORIDA PREPARATORY SCHOOLS, LTD.	99%
PREPARATORY SCHOOLS MANAGEMENT, INC.	1%

ARTICLE TEN

All members of the limited liability company shall be entitled to vote on matters relating to the limited liability company at regular meetings of the members. Each member's vote shall be weighted in proportion to the member's relative capital account. Regular and special meetings shall be set by the the manager of the limited liability company.

49500005545

495000005545

5455000005545

ARTICLE ELEVEN

The limited liability company shall, within 180 days of execution hereof, adopt regulations with regard to the management and affairs of the limited liability company not otherwise covered herein. Adoption of said regulations shall require a majority vote in accordance with Article Nine herein.

ARTICLE TWELVE

The power to adopt, alter, amend, or repeal the Article of Organization or regulations of this limited liability company shall be vested in the members requiring a majority vote. The members shall vote in accordance with Article Nine herein.

ARTICLE THIRTEEN

The name and address of the member executing these ARTICLES OF ORGANIZATION is:

FLORIDA PREPARATORY SCHOOLS, LTD.  
by its General Partner PREPARATORY SCHOOLS  
MANAGEMENT, INC.  
1600 West Commercial Blvd.  
Fort Lauderdale, FL 33309

By: *[Signature]*  
Philip E. Morgaman, President

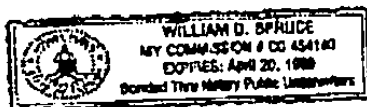
STATE OF FLORIDA  
COUNTY OF BROWARD

Before me personally appeared Philip E. Morgaman, President to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

May WITNESS my hand and official seal this 15<sup>th</sup> day of  
1995.

*[Signature]*  
NOTARY PUBLIC

My Commission Expires:



FILED  
95 MAY 22 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5455000005545

495000005545

ADDENDUM TO ARTICLES OF ORGANIZATION  
FOR  
NORTH BROWARD PREPARATORY SCHOOLS, L.C.

In pursuance of Chapter 608.407, Florida Statutes, the following is submitted, in compliance with said Act:

That NORTH BROWARD PREPARATORY SCHOOLS, L.C., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Fort Lauderdale, County of Broward, State of Florida has named John M. Camillo, Esq., 1600 West Commercial Blvd. Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: [Signature]  
John M. Camillo, Esq.  
Registered Agent

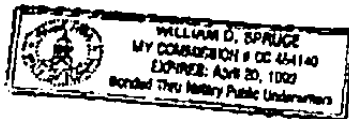
STATE OF FLORIDA  
COUNTY OF BROWARD

ON THIS 15<sup>th</sup> day of May, 1995, before me appeared John M. Camillo, Esq., to me personally known and who acknowledged the execution of the foregoing instrument as his free act and deed.

SWORN TO AND SUBSCRIBED before me this 15 day of May, 1995.

[Signature]  
Notary Public

My Commission Expires:



495000005545

#95000005545

**AFFIDAVIT**

**NORTH BROWARD PREPARATORY SCHOOLS, L.C.**

STATE OF FLORIDA  
COUNTY OF BROWARD

Personally appeared, Philip E. Morgaman, who being duly sworn deposes and says as follows:

1. That NORTH BROWARD PREPARATORY SCHOOLS, L.C. has two members, FLORIDA PREPARATORY SCHOOLS, LTD. and PREPARATORY SCHOOLS MANAGEMENT, INC., both of 1600 West Commercial Blvd., Fort Lauderdale, Florida 33309.
2. That the actual amount of capital contributions is as follows:
 

FLORIDA PREPARATORY SCHOOLS, LTD.	\$297,000.00
PREPARATORY SCHOOLS MANAGEMENT, INC.	\$3,000.00
3. That there is no property being contributed to the limited liability company other than the cash set forth in paragraph 2, above.
4. That the total amount of cash or property anticipated to be contributed by the members is set forth in paragraph 2, above.
5. That he is the president of NORTH BROWARD PREPARATORY SCHOOLS, L.C.

NORTH BROWARD PREPARATORY SCHOOLS, L.C.

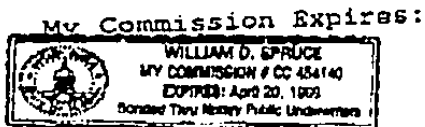
By: *Philip E. Morgaman*  
Philip E. Morgaman, President

STATE OF FLORIDA  
COUNTY OF BROWARD

Before me personally appeared Philip E. Morgaman, President to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 18<sup>th</sup> day of May, 1995.

*William D. Spruce*  
NOTARY PUBLIC



FILED  
95 MAY 22 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#95000005545



L950 00000 398

8

10:55 AM

PUBLIC ACCESS SYSTEM  
 ELECTRONIC FILING COVER SHEET  
 ((H95000000038)))  
 TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
 DEPARTMENT OF STATE 1492 W FLAGLER ST  
 STATE OF FLORIDA SUITE 200  
 400 EAST GAINES STREET MIAMI FL 33135- 33401-0194  
 TALLAHASSEE, FL 32309 CONTACT: RAY STORMONT  
 PHONE: (305) 541-3894  
 FAX: (904) 922-4000 FAX: (305) 541-3770

DOCUMENT TYPE: LIMITED LIABILITY AMENDMENT  
 ((H95000000638)))  
 NAME: NORTH BROWARD PREPARATORY SCHOOLS, L.C.  
 FAX AUDIT NUMBER: H9500000638 CURRENT STATUS: REQUESTED  
 DATE REQUESTED: 06/14/1995 TIME REQUESTED: 10:55:16  
 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0  
 NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX  
 ESTIMATED CHARGE: \$52.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000000638)))  
 \*\* ENTER 'M' FOR MENU. \*\*  
 ENTER SELECTION AND <CR>:  
 Help F1 Option Menu F2

NUM Contact: 00:07:31

*Change amount - mem. /  
 K. K. K.*

FILED  
 95 JUN 14 PM 3:59  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

899900000564

FILED

CERTIFICATE OF AMENDMENT  
FOR

95 JUN 14 3:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NORTH BROWARD PREPARATORY SCHOOLS, L.C.

North Broward Preparatory Schools, L.C., whose Articles of Organization were filed on May 22, 1995, hereby amends its Articles as follows:

ARTICLE NINETEEN

Capital Contributions. The limited liability company shall initially have three (3) members, set forth below. Each member as his respective share, shall contribute to the capital of the limited liability company as follows:

Members

- Philip E. Morgaman and Sandra A. Morgaman, his wife, as tenants by the entirety. \$148,500.00  
1600 W. Commercial Blvd.  
Fort Lauderdale, FL 33309
- Philip E. Morgaman, as Trustee \$148,500.00  
1600 West Commercial Blvd.  
Fort Lauderdale, FL 33309
- PREPARATORY SCHOOLS MANAGEMENT, INC. \$3,000.00  
1600 W. Commercial Blvd.  
Fort Lauderdale, FL 33309

Receipt of Contributions. Receipt of the capital contributions of each member as above specified is acknowledged by the limited liability company and its members.

Additional Contributions. No member has agreed to contribute as capital any additional cash or property.

Preparatory Schools Management, Inc.

By:   
Philip E. Morgaman, President

FILED  
JUN 14 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Notary Block to Follow)

Prepared By: William D. Spruce, Esq.  
1600 West Commercial Blvd.  
Fort Lauderdale, FL 33309  
FL Bar No.: 967210

305-493-8060

899900000564

1011 P.03

895000006638

STATE OF FLORIDA

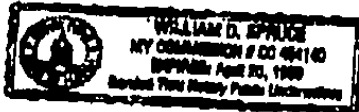
COUNTY OF BROWARD

Before me personally appeared Philip H. Morgaman, President to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 8<sup>th</sup> day of June, 1995.

W.D. Jr.  
NOTARY PUBLIC

My Commission Expires:



895000006638

# L95000000398

5

9:10 PM

((H95000008001))) PUBLIC ACCESS SYSTEM  
 ELECTRONIC FILING COVER SHEET  
 TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
 DEPARTMENT OF STATE 1492 W FLAGLER ST  
 STATE OF FLORIDA SUITE 200  
 409 EAST GAINES STREET MIAMI FL 33136-  
 TALLAHASSEE, FL 32309 CONTACT: RAY STORMONT  
 FAX: (904) 922-4000 PHONE: (305) 541-3604  
 FAX: (305) 541-3770

((H95000008001))) DOCUMENT TYPE: LIMITED LIABILITY AMENDMENT  
 NAME: NORTH BROWARD PREPARATORY SCHOOLS, L.C.  
 FAX AUDIT NUMBER: H95000008001 CURRENT STATUS: REQUESTED  
 DATE REQUESTED: 07/19/1998 TIME REQUESTED: 15:10:11  
 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0  
 NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX  
 ESTIMATED CHARGE: \$52.50 ACCOUNT NUMBER: 072450003266

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000008001)))  
 \*\* ENTER 'M' FOR MENU. \*\*  
 ENTER SELECTION AND <CR>:  
 Help F1 Option Menu F2

NUM CAPS Connect: 00:01:8

FILED  
 95 JUL 19 PM 4: 18  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

*Corporation - misc  
Linda*

DIVISION OF CORPORATIONS  
 95 JUL 19 PM 4: 09

RECEIVED

19049224000 P.01

TO

JAN-08-1980 15:23 FROM

FILED ③

95 JUL 19 PM 4:18

1195000000398  
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT

AFFIDAVIT

NORTH BROWARD PREPARATORY SCHOOLS, L.C.

STATE OF FLORIDA

COUNTY OF BROWARD

Personally appeared, William D. Spruce, who being duly sworn deposes and says as follows:

1. That NORTH BROWARD PREPARATORY SCHOOLS, L.C. has three (3) members, Philip E. Morgaman and Sandra A. Morgaman, his wife as tenants by the entirety, Philip E. Morgaman, as Trustee, and PREPARATORY SCHOOLS MANAGEMENT, INC., all of 1600 West Commercial Blvd., Fort Lauderdale, Florida 33309.

2. That the actual amount of capital contributions is as follows:

Philip E. Morgaman and Sandra A. Morgaman, his wife, as tenants by the entirety. \$148,500.00  
1600 W. Commercial Blvd.  
Fort Lauderdale, FL 33309

Philip E. Morgaman, as Trustee \$148,500.00  
1600 West Commercial Blvd.  
Fort Lauderdale, FL 33309

PREPARATORY SCHOOLS MANAGEMENT, INC. \$3,000.00  
1600 W. Commercial Blvd.  
Fort Lauderdale, FL 33309

3. That there is no property being contributed to the limited liability company other than the cash set forth in paragraph 2, above.

4. That the total amount of cash or property anticipated to be contributed by the members is \$300,000.00 as set forth in paragraph 2, above.

5. That he is the secretary of NORTH BROWARD PREPARATORY SCHOOLS, L.C.

JOHN M. CAMILLO, ESQ.  
(305) 493-8060  
1600 W. COMMERCIAL BLVD.  
Ft. Laud., FL 33309  
FL. BAR NO. 356263

1008000005677

10080000025677

100800000567

6. That this Affidavit shall amend all previous affidavits filed on behalf of NORTH BROWARD PREPARATORY SCHOOLS, L.C.

NORTH BROWARD PREPARATORY SCHOOLS, L.C.

By: William D. Spruce, Jr.  
William D. Spruce, Secretary

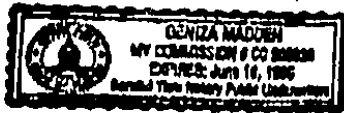
STATE OF FLORIDA  
COUNTY OF BROWARD

Before me personally appeared William D. Spruce, Secretary to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

July WITNESS my hand and official seal this 19 day of July, 1995.

Geniza Madden  
NOTARY PUBLIC

My Commission Expires:



100800000567

L9500000398

4:47 M

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 1492 W FLAGLER ST  
STATE OF FLORIDA SUITE 200  
409 EAST GAINES STREET MIAMI FL 33105- 57-  
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
FAX: (904) 922-4000 PHON (305) 541-3094  
FAX: (305) 541-3770

DOCUMENT TYPE: LIMITED LIABILITY AMENDMENT  
NAME: NORTH BROWARD PREPARATORY SCHOOLS, L.C.  
FAX AUDIT NUMBER: H98000009242 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 07/02/1998 TIME REQUESTED: 10:47:40  
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$52.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H98000009242))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM Connect: 00:19:4

FILED  
FILED  
JUL -3 PM 12:19  
JUL -3 PM 12:12

*Organized member ✓*  
*Jude*

RECEIVED  
96 JUL -3 AM 8:20

H9 600 0009242

3

FILED  
95 JUL -3 PM 12:12  
STATE OF FLORIDA

**CERTIFICATE OF AMENDMENT**

**FOR**

**NORTH BROWARD PREPARATORY SCHOOLS, L.C.  
L 9500 0000398**

North Broward Preparatory Schools, L.C., whose Articles of Organization were filed on May 22, 1995, hereby amends its Articles, effective June 30, 1996, as follows:

The following shall be added as a member under Article Eight, with corresponding contribution to capital of the limited liability company, as of the effective date above:

**FLORIDA PREPARATORY SCHOOLS, LTD.  
1600 W. Commercial Blvd.  
Fort Lauderdale, FL 33309** **\$200,000.00**

**ARTICLE NINE**

**Profits and Losses.** The members shall share in the net profits and losses according to the following percentages:

- Philip E. Morgaman and Sandra A. Morgaman,  
his wife, as tenants by the entirety.** **34.5%**
- Philip E. Morgaman, as Trustee** **34.5%**
- Preparatory Schools Management, Inc.** **1.0%**
- Florida Preparatory Schools, Ltd.** **30.0%**

Preparatory Schools Management, Inc.

By:   
Philip E. Morgaman, President

(Notary Block to Follow)

PREPARED BY:  
William D. Spruce, Esq.  
1600 W. Commercial Blvd.  
Ft. Lauderdale, FL 33309  
Fla. Bar #967210  
P. 17/18

H9 600 0009242



H96000009242

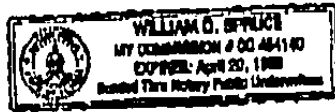
STATE OF FLORIDA  
COUNTY OF BROWARD

Before me personally appeared Philip E. Morgan, President to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 16th day, of June, 1996.

[Signature]  
NOTARY PUBLIC

My Commission Expires:




H96000009242

**FILE NOW: Fee after May 1, will be \$263.75**

APPROVED  
AND  
FILED

96 APR 22 10:53

SUCCESSION STATE  
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996				FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> \$ 238.75		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: <b>FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company <b>NORTH BROWARD PREPARATORY SCHOOLS, L.C. 1600 WEST COMMERCIAL BLVD. FT. LAUDERDALE FL 33309</b>		<b>DOCUMENT # L95000000398</b>			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		1a. Principal Place of Business Address <b>1600 WEST COMMERCIAL BLVD. FT. LAUDERDALE FL 33309</b>	
3. Date Organized or Qualified <b>05/22/1995</b>		3a. State of Formation <b>FL</b>		4. FET Number <b>65-0586106</b>	
5. Date of Last Report		6. Certificate of Status Desired <input type="checkbox"/> Additional Fee Required		<input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable	
7. Name and Address of Current Registered Agent <b>CAMILLO, JOHN M ESQ. 1600 W. COMMERCIAL BLVD. FT. LAUDERDALE FL 33309</b>			8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City <b>FL</b> Zip Code		
9. Pursuant to the provisions of Sections 608 416 and 608 508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations					
SIGNATURE _____				DATE _____	
<small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when (re)appointing)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MEM	MORGAMAN, PHILIP E	1600 W. COMMERCIAL BLVD.		FT. LAUDERDALE FL	
MEM	MORGAMAN, SANDRA A	1600 W. COMMERCIAL BLVD.		FT. LAUDERDALE FL	
MEM	PHILIP E. MORGAMAN, AS	1600 W. COMMERCIAL BLVD.		FT. LAUDERDALE FL	
MEM	PREPARATORY SCHOOLS MA	1600 W. COMMERCIAL BLVD.		FT. LAUDERDALE FL	
800001782278 84724736-01025-013 ***238.75 ***238.75					

11. I do hereby certify that the information submitted with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119 07(3) (k), Florida Statutes. I further certify that the information indicated is annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10 or on an attachment with an address

**SIGNATURE:** \_\_\_\_\_ **4-19-96**

*cc*

L9500000398

JUN-28 1996 12:27 PM

EMPIRE CORPORATE KIT  
FLORIDA DIVISION OF CORPORATIONS

P.01/18  
12:27 PM

((H96000009057))

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135- 83- 8-0000  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770

((H96000009057))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: NORTH BROWARD PREPARATORY SCHOOLS, L.C.  
FAX AUDIT NUMBER: H96000009057  
DATE REQUESTED: 06/28/1996  
CERTIFIED COPIES: 0  
NUMBER OF PAGES: 3  
ESTIMATED CHARGE: \$35.00

CURRENT STATUS: REQUESTED  
TIME REQUESTED: 12:27:20  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000009057))

\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM                      Connect: 00:02:5

FILED  
96 JUN 28 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*decreasing CT from  
\$ 300,000 to 111,212.00*

*11 T*

RECEIVED  
96 JUN 28 PM 1:10  
DIVISION OF CORPORATIONS

FILED P.02/18  
96 JUN 28 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT**

**FOR**

**NORTH BROWARD PREPARATORY SCHOOLS, L.C.**

#-L 9500000398

North Broward Preparatory Schools, L.C., whose Articles of Organization were filed on May 22, 1995, hereby amends its Articles, effective May 22, 1995, as follows:

**ARTICLE EIGHT**

**Capital Contributions.** The limited liability company shall initially have three (3) members, set forth below. Each member as his respective share, shall contribute to the capital of the limited liability company as follows:

**Members**

Philip E. Morgaman and Sandra A. Morgaman,  
his wife, as tenants by the entirety.  
1600 W. Commercial Blvd.  
Fort Lauderdale, FL 33309 \$55,050.00

Philip E. Morgaman, as Trustee  
1600 West Commercial Blvd.  
Fort Lauderdale, FL 33309 \$55,050.00

PREPARATORY SCHOOLS MANAGEMENT, INC.  
1600 W. Commercial Blvd.  
Fort Lauderdale, FL 33309 \$1,112.00

**Receipt of Contributions.** Receipt of the capital contributions of each member as above specified is acknowledged by the limited liability company and its members.

**Additional Contributions.** No member has agreed to contribute as capital any additional cash or property.

**ARTICLE NINE**

**Profits and Losses.** The members shall share in the net profits and losses according to the following percentages:

Philip E. Morgaman and Sandra A. Morgaman,  
his wife, as tenants by the entirety. 49.5%

Prepared By: WILLIAM D. SPRUCE, ESQ.  
1600 W. COMMERCIAL BLVD.  
FT. LAUDERDALE, FL 33309  
FLA. BAR NO:967210 (954)-4938060

H9 6000009057

150600009057

19 600 000 9057

Philip E. Morgaman, as Trustee	49.5%
Preparatory Schools Management, Inc.	1.0%

Preparatory Schools Management, Inc.

By:   
Philip E. Morgaman, President

STATE OF FLORIDA

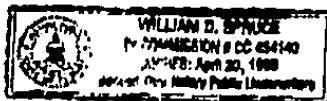
COUNTY OF BROWARD

Before me personally appeared Philip E. Morgaman, President to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 28th day of June, 1996.

  
NOTARY PUBLIC

My Commission Expires:



19 600 000 9057