

523456



99 JUN 21 AM 10:53  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 277909 4306349

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 43.75

ORDER DATE : June 17, 1999

ORDER TIME : 9:31 AM

ORDER NO. : 277909-005

CUSTOMER NO: 4306349

100002910031--9

CUSTOMER: Nancy Koerbel, Paralegal  
Kirkpatrick & Lockhart  
1500 Oliver Building

Pittsburgh, PA 15222

DOMESTIC AMENDMENT FILING

NAME: NATIONAL SCHOOL OF TECHNOLOGY  
INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

C. COULLETTE JUN 21 1999

CONTACT PERSON: HARRY DAVIS

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED

99 JUN 21 AM 9:58

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
NATIONAL SCHOOL OF TECHNOLOGY, INC.**

---

Pursuant to Section 607.1007 of the Florida Business Corporation Act, the undersigned officer of NATIONAL SCHOOL OF TECHNOLOGY, INC. (the "Corporation"), under the Florida Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the Corporation is NATIONAL SCHOOL OF TECHNOLOGY, INC.

**ARTICLE II**

**ADDRESS**

The street address of the Corporation shall be 12000 Biscayne Boulevard, Suite 302, North Miami, Florida 33181.

**ARTICLE III**

**DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE IV**

**PURPOSE**

The purpose of the Corporation shall be to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE V**

**CAPITAL STOCK**

The aggregate number of shares of capital stock that the Corporation is authorized to issue is 600 shares, of which 500 shares are Common Stock, par value \$1.00 per share, and 100 shares are designated Preferred Stock, par value \$1.00 per share. The Preferred Stock shall be non-voting, and shall not be entitled to preferential dividend rights, preferential redemption

FILED  
99 JUN 21 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

rights, or conversion rights of any kind. In the event of the liquidation or winding up of the Corporation, before any payment or distribution shall be made to the holders of Common Stock, the holders of Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount per share of Preferred Stock equal to the original issue price per share, plus all declared and unpaid dividends thereon, if any.

## ARTICLE VI

### REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be 12000 Biscayne Boulevard, Suite 302, North Miami, Florida 33181, and the registered agent for the Corporation at that address shall be Arthur H. Ortiz.

## ARTICLE VII

### INDEMNIFICATION

The officers and directors of the Corporation shall be indemnified by the Corporation to the fullest extent allowed under applicable Florida law.

## ARTICLE VIII

### BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders and any Bylaw made by the shareholders shall not be altered, amended, or repealed by the Board of Directors.

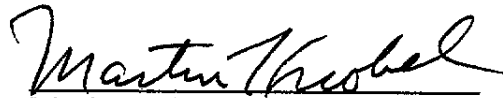
## ARTICLE IX

### POWERS

The Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

These Amended and Restated Articles of Incorporation supersede and replace in all respects the original Articles of Incorporation of the Corporation and all amendments thereto. The foregoing Amended and Restated Articles of Incorporation were adopted by the Unanimous Written Consent of the Shareholders and Directors of the Corporation on June 17, 1999, in accordance with Sections 607.1003, 607.0704, and 607.0821 of the Florida Business Corporation Act, and therefore, the number of shares cast in favor of approval of the Amended and Restated Articles was sufficient for passage thereof.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation on this 17<sup>th</sup> day of June, 1999.

  
Martin Knobel  
President

\* \* \*

**CERTIFICATE OF REGISTERED AGENT**

**OF**

**NATIONAL SCHOOL OF TECHNOLOGY, INC.**

---

Having been named the registered agent to accept service of process for National School of Technology, Inc. at the place designated in the foregoing Amended and Restated Articles of Incorporation, the undersigned, Arthur H. Ortiz, agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

Dated: June 17, 1999

  
\_\_\_\_\_  
Arthur H. Ortiz