

Division of Corporations

Page 1 of 2

523456

## Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H02000067129 5)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

## To:

Division of Corporations  
Fax Number : (850) 205-0380

## From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 521-1030

**FILED**  
02 MAR 28 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## BASIC AMENDMENT

NATIONAL SCHOOL OF TECHNOLOGY, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

JKG

AM + Rest  
OK  
3/28  
(3)

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

---

Pursuant to Section 607.1007 of the Florida Business Corporation Act of 1989, as amended (the "Act"), the undersigned officer of NATIONAL SCHOOL OF TECHNOLOGY, INC. (the "Corporation"), under the Act, adopts the following Second 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 the operation of a vocational school or any other 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 shall have authority to issue is 100,000 shares, consisting of 40,000 shares of Voting Common Stock, par value \$1.00 per share, and 60,000 shares of Non-Voting Common Stock, par value \$.001 per share.

FILED  
02 MAR 28 PM 3:19  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Except as otherwise provided in this paragraph, the Voting Common Stock and the Non-Voting Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges. The holders of shares of Voting Common Stock shall have the right to cast one vote for each duly authorized, issued and outstanding share of Voting Common Stock held by them upon each matter submitted to the shareholders of the Corporation. The holders of shares of Non-Voting Common Stock shall not be entitled to vote on any matter.

#### 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 Act.

These Second Amended and Restated Articles of Incorporation supersede and replace in all respects the Amended and Restated Articles of Incorporation of the Corporation.

Upon the filing of these Second Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida (the "Effective Time"), each share of Common Stock outstanding immediately prior to the Effective Time shall automatically, and without further action, be reclassified and converted into one validly issued, fully paid, and nonassessable share of Voting Common Stock of the Corporation.

The foregoing Second Amended and Restated Articles of Incorporation were adopted by the Unanimous Written Consent of the Shareholders and Directors of the Corporation on March 27, 2002, in accordance with Sections 607.1003, 607.0704, and 607.0821 of the Act, and, therefore, the number of shares cast in favor of approval of the Second Amended and Restated Articles of Incorporation was sufficient for passage thereof.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Second Amended and Restated Articles of Incorporation on this 27th day of March, 2002.



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 Second 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: March 27, 2002

  
Arthur H. Ortiz