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**GOLDBERG
YOUNG &
GRAVENHORST, P.A.**
ATTORNEYS AT LAW

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN -7 AM 9:43

PAUL YOUNG
LAWRENCE H. GOLDBERG
PAUL S. GRAVENHORST
JONATHAN S. MARCUS
STEPHEN N. LIPTON
KIMBERLY L. BARBAR

MICHELLE M. DeROSA
JOSEPH M. GOLDSTEIN
DANIEL A. JACOBSON
JEFFREY B. KAHN
PETER M. LOPEZ
EDWARD J. O'SHEEHAN
SUZANNE W. SCHWARTZ
MARILYN K. SUMMITT

REPLY TO:

Fort Lauderdale Office

December 24, 1997

VIA OVERNIGHT DELIVERY

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-12/26/97--01058--004
***1837.50 ***1837.50

RE: **Camplife, Ltd.**
Our File No. PC5459

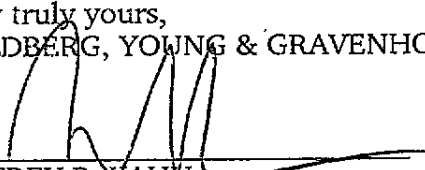
Dear Sir/Madam:

Enclosed is an original and one copy of the Affidavit and Certificate of Camplife, Ltd. and acceptance of registered agent, along with a check payable to the Florida Department of State in the amount of \$1,837.50 in payment of the following:

Certificate of Limited Partnership	\$1,750.00
Designation of Registered Agent	35.00
Certified copy	<u>52.50</u>
Total	\$1,837.50

Please return the certified copy to the attention of the undersigned. If you have any questions, please do not hesitate to contact me.

Very truly yours,
GOLDBERG, YOUNG & GRAVENHORST, P.A.


JEFFREY B. KAHN
For the Firm

JBK:tl
Enclosures
cc: William D. Spruce, Esq.

Name	KWM
Availability	KWM
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Acknowledgement	KWM
V. P. Verifier	KWM

~~W98-81~~

jbk\letter\camplife.sos

1630 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33305
TELEPHONE (954) 564-8000
MIAMI (305) 944-0309
FACSIMILE (954) 564-0015

THE PLAZA - SUITE 303
3355 TOWN CENTER ROAD
BOCA RATON, FLORIDA 33486
TELEPHONE (561) 395-1449
FACSIMILE (561) 750-5586

SQUIRES BUILDING - SUITE 113
721 U.S. HIGHWAY ONE
NORTH PALM BEACH, FLORIDA 33408
TELEPHONE (561) 842-1986

MAILING ADDRESS: P.O. BOX 23800, FORT LAUDERDALE, FLORIDA 33307

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**GOLDBERG
YOUNG &
GRAVENHORST, P.A.**
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MARILYN K. SUMMITT

REPLY TO:

Fort Lauderdale Office

January 6, 1998

VIA OVERNIGHT DELIVERY

Attn: Ms. K. Manning
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: **Camplife, Ltd.**
Our File No. 70876

Dear Ms. Manning:

Enclosed is an original and one copy of the revised Affidavit and Certificate of Camplife, Ltd. and Acceptance of Registered Agent.

A check made payable to the Florida Department of State in the amount of \$1,837.50 was deposited by the Secretary of State with the previously submitted documents.

Please note that the Affidavit of Capital Contributions has been revised. Accordingly, the correct amount due to the Department of State is as follows:

Certificate of Limited Partnership	\$1,624.63
Designation of Registered Agent	35.00
Certified copy	<u>52.50</u>
Total	\$1,712.13

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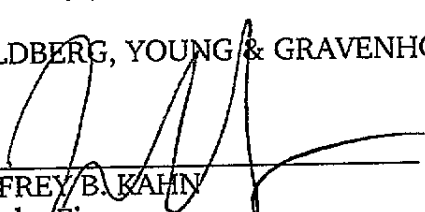
January 6, 1998
Department of State
Page 2

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DIVISION OF CORPORATIONS
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Please return the certified copy to the attention of the undersigned and refund that portion of the overpaid fees which amount to \$125.37. You may make the check payable to the Goldberg, Young & Gravenhorst, P.A. Trust Account. If you have any questions, please do not hesitate to contact me.

Very truly yours,

GOLDBERG, YOUNG & GRAVENHORST, P.A.



JEFFREY B. KAHN
For the Firm

Enclosures

cc: William D. Spruce, Esq.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 2, 1998

GOLDBERG, YOUNG & GRAVENHORST, P.A.
ATTN: JEFFREY B. KAHN
1630 NORTH FEDERAL HWY.
FT. LAUDERDALE, FL 33305

SUBJECT: CAMPLIFE, LTD.
Ref. Number: W98000000081

We have received your document for CAMPLIFE, LTD. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date cannot be prior to or more than 90 days after the date of filing in this office.

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 (850) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 398A00000118

CERTIFICATE OF LIMITED PARTNERSHIP OF
CAMPLIFE, LTD.

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DIVISION OF CORPORATIONS
98 JAN -7 AM 9:43

a Florida limited partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law, as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is CAMPLIFE, LTD.
2. The address of the office of the limited partnership is 1600 West Commercial Blvd., Fort Lauderdale, Florida 33309.
3. The name and address of the Agent for service of process on the limited partnership are William D. Spruce, Esq., 1600 West Commercial Blvd., Fort Lauderdale, Florida 33309.
4. The names and business address of the General Partner are as follows:

North Broward Preparatory Schools, Ltd. - A97-754
1600 West Commercial Blvd.
Fort Lauderdale, Florida 33309.

5. The mailing address of the limited partnership is 1600 West Commercial Blvd., Fort Lauderdale, Florida 33309.
6. The latest date upon which the limited partnership shall dissolve is December 31, 2037.
7. The effective date of this Certificate of Limited Partnership shall be the date of filing with the Department of State.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner CAMPLIFE, LTD. on this 5th day of January, 1998.

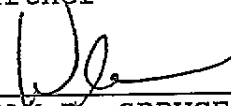
WITNESSES:

GENERAL PARTNER:

NORTH BROWARD PREPARATORY SCHOOLS,
LTD., a Florida limited partnership

By: NORTH BROWARD PREPARATORY
SCHOOLS, L.C., a Florida
limited liability Company, its
General Partner

By:

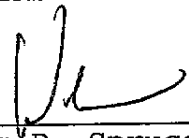

WILLIAM D. SPRUCE,
Vice President

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ACCEPTANCE AND APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for CAMPLIFE, LTD., a Florida limited partnership, in the foregoing Certificate of Limited Partnership, I, on behalf of the limited partnership, hereby agree to accept service of process for said limited partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT:



William D. Spruce, Esq.

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98 JAN -7 AM 9:44

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared William D. Spruce, the Vice President of North Broward Preparatory Schools, L.C., a Florida limited liability company, the General Partner of North Broward Preparatory Schools, Ltd., a Florida limited partnership, constituting the general partner of CAMPLIFE, LTD., a Florida limited partnership, hereinafter referred to as the "Limited Partnership". The undersigned, who upon being duly sworn, certify the following:

1. The amount of capital contributions to the Limited Partnership made by the partners is: \$152,083.34.

2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$80,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

Date: 1/5/98



WILLIAM D. SPRUCE

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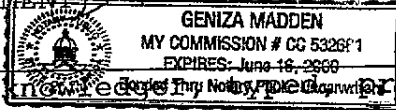
STATE OF FLORIDA

COUNTY OF BROWARD

) SS:
)

The foregoing instrument was acknowledged before me this 12 day of January, 1998, by WILLIAM D. SPRUCE, the Vice President of North Broward Preparatory Schools, L.C., a Florida limited liability company, the General Partner of North Broward Preparatory Schools, Ltd., a Florida limited partnership, on behalf of the limited partnership as General Partner of CAMPLIFE, LTD., a Florida limited partnership. He is personally known to me [or has produced _____ as identification].

(SIGNATURE OF PERSON TAKING
ACKNOWLEDGEMENT)



(Name of acknowledged person, typed or
stamped)

(Title or rank (serial number, if any))

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