



THE UNITED STATES  
CORPORATION  
COMPANY

# F00000005151

ACCOUNT NO. : 072100000032

REFERENCE : 827997 4304524

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 13 PM 3:25

ORDER DATE : September 12, 2000

ORDER TIME : 11:59 AM

ORDER NO. : 827997-005

U000003392030-7

CUSTOMER NO: 4304524

CUSTOMER: Ms. Leonor De La Torre  
Sonnenschein Nath & Rosenthal  
8000 Sears Tower  
233 South Wacker Drive  
Chicago, IL 60606

FOREIGN FILINGS

NAME: FLORIDA TECHNICAL COLLEGE OF  
JACKSONVILLE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 13 PM 3:04

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

RECEIVED  
00 SEP 13 PM 12:58

*9/13*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 13 PM 3:25

**Assistant Secretary's Certificate**

**Florida Technical College of Jacksonville, Inc.**

---

The undersigned hereby certifies that he is the duly elected, qualified and acting Assistant Secretary of Florida Technical College of Jacksonville, Inc., a Delaware corporation ("Corporation") and that as Assistant Secretary, the undersigned is the keeper of the corporate records and corporate seal of the Corporation;

The undersigned further certifies that attached hereto as Exhibit A is a true, correct and complete copy of resolutions duly adopted by the Board of Directors of the Corporation; and

The undersigned further certifies that the above resolutions have not been in any way altered, amended or rescinded, and that they are now in full force and effect.

**IN WITNESS WHEREOF**, the undersigned has executed this Assistant Secretary's Certificate as of this 8th day of September, 2000.

By:



---

Eric R. Decator, Assistant Secretary

Exhibit A

**WHEREAS**, the Corporation needs to qualify in the state of Florida for the purpose of doing business; and,

**WHEREAS**, the name of the Corporation is not available at this time in Florida.

**NOW THEREFORE, BE IT RESOLVED**, that, the adoption of the assumed name *FTC of Jacksonville, Inc.* by the Corporation be, and hereby is, approved and adopted, in all respects; and

**FURTHER RESOLVED**, that the officers of the Corporation be, and each hereby is, authorized and empowered to take any and all actions deemed necessary to duly adopt the Assumed Names, including, without limitation, the filing of the Applications to Adopt, Change or Cancel an Assumed Corporate Name with the Secretary of State of Florida.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 13 PM 3:25

FILED  
SECRETARY OF STATE  
STATE OF FLORIDA  
00 SEP 13 PM 3:45

**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. FLORIDA TECNICAL COLLEGE OF JACKSONVILLE, INC. d/b/a FTC of Jacksonville, 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. DELAWARE 3. APPLIED FOR  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. SEPTEMBER 7, 2000 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. c/o/ M C Education Incorporated, 1250 So. Grove Ave. Ste. 200, Barrington, IL 60010  
(Current mailing address)

8. The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware, as amended to date  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(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.*

Corporation Service Company  
By: D. D. I. ASI-SEC.  
(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.

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: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

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

14. Eric R. Decator, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

FILED STATE  
DIVISION OF CORPORATIONS  
00 SEP 13 PM 3:25

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 13 PM 3:25

**DIRECTORS**

William A. Klettke	1250 South Grove Avenue Suite 200 Barrington, Illinois 60010
Edgar D. Jannotta, Jr.	6100 Sears Tower Chicago, Illinois 60606
Ethan A. Budin	6100 Sears Tower Chicago, Illinois 60606

**OFFICERS**

William A. Klettke	President and Secretary 1250 South Grove Avenue Suite 200 Barrington, Illinois 60010
John P. McNicholas, Jr.	Vice President, Treasurer and Assistant Secretary 1250 South Grove Avenue Suite 200 Barrington, Illinois 60010
Eric R. Decator	Assistant Secretary 8000 Sears Tower Chicago, Illinois 60606

*State of Delaware*  
*Office of the Secretary of State*

---

PAGE 1

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 13 PM 3:25

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLORIDA TECHNICAL COLLEGE OF JACKSONVILLE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3284965 8300

AUTHENTICATION: 0669205

001458843

DATE: 09-12-00