



THE UNITED STATES
CORPORATION
COMPANY

FD00000005205

ACCOUNT NO. : 072100000032

REFERENCE : 827981 . 4304524

AUTHORIZATION

Patricia Poynt

COST LIMIT : \$ 70.00

ORDER DATE : September 12, 2000

ORDER TIME : 11:0 AM

ORDER NO. : 827981-005

CUSTOMER NO: 4304524

0000003393150--2

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,
INC.

XXXX QUALIFICATION (TYPE: CO)

(8)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EXT: 1156

BK 9/14

FILED
00 SEP 14 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 SEP 14 AM 11:31
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 14, 2000

SUSIE KNIGHT
CSC
TALLAHASSEE, FL

SUBJECT: FLORIDA TECHNICAL COLLEGE, INC.
Ref. Number: W00000022582

RESUBMIT
Please give original
submission date as file date.

We have received your document for FLORIDA TECHNICAL COLLEGE, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

As you know, the actual name of this corporation -- FLORIDA TECHNICAL COLLEGE, INC. -- is not available in Florida.

However, the alternate name you have chosen - FTC., INC. -- is also NOT AVAILABLE. Please choose another ALTERNATE NAME.,

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 800A00048716

FILED
00 SEP 14 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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00 SEP 18 AM 9:56

SEP-15-2000 FRI 04:45 PM

FAX NO.

P. 02/02

09-15-00 16:12

From-SONNENSCHN NATH ROSENTHAL

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T-802 P.02/02 F-532

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Assistant Secretary's Certificate
Florida Technical College, Inc.

The undersigned hereby certifies that he is the duly elected, qualified and acting Assistant Secretary of Florida Technical College, 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 *FT College, 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.

00 SEP 14 AM 10:56
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, INC. Florida as FT COLLEGE, INC.
doing business in
(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. L. ASST. 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)

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TALLAHASSEE, FLORIDA
AM 10:56

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

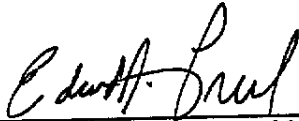
State of Delaware
Office of the Secretary of State

PAGE 001
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OFFICE OF THE SECRETARY OF STATE
DELAWARE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLORIDA TECHNICAL COLLEGE, 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.





Edward J. Freel, Secretary of State

3284964 8300

AUTHENTICATION: 0669497

001459017

DATE: 09-12-00