

CT CORPORATION

F02000000496

CORPORATION(S) NAME

Anthony & Sylvan Management Services Corp.

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FILED
02 JAN 29 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

900004834479--1
01/30/02--01001--002
*****70.00 *****70.00

900004834479--1
01/30/02--01001--003
*****8.75 *****8.75

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS BK
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

1/29/02

Order#: 5064648

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

RECEIVED
02 JAN 29 PM 3:04
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

FILED
JUN 29 AM 8:50
CLERK OF DISTRICT COURT
FLORIDA

1. Anthony & Sylvan Management Services Corp.

2. Ohio

3. 34-1972499

(FEI number, if applicable)

4. November 28, 2001

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2002

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6690 Beta Drive, Suite 300

Mayfield Village, Ohio 44143

(Current mailing address)

8. provision of management services

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

, Florida, 33324

(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.

C T Corporation System

JOYCE A. GILBERT
ASSISTANT SECRETARY

(Registered agent's signature)

JOYCE M. O'BERT
ASST. DIR. PREP.

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: _____

Address: _____

Vice Chairman: Director: Stuart D. Neidus

Address: 6900 Beta Drive, Suite 300

Mayfield Village, Ohio 44143

Director: William J. Evanson

Address: 6900 Beta Drive, Suite 300

Mayfield Village, Ohio 44143

Director: Martin J. Degnan

Address: 6900 Beta Drive, Suite 300

Mayfield Village, Ohio 44143

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

President: Stuart D. Neidus

Address: 6900 Beta Drive, Suite 300

Mayfield Village, Ohio 44143

Vice President: William J. Evanson, Martin J. Degnan and Martin A. Illes

Address: 6900 Beta Drive, Suite 300

Mayfield Village, Ohio 44143

Secretary: Martin J. Degnan

Address: 6900 Beta Drive, Suite 300

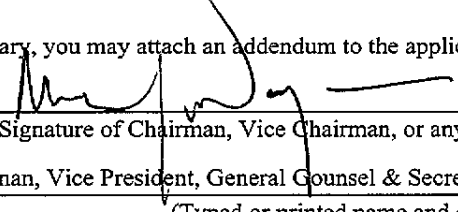
Mayfield Village, Ohio 44143

Treasurer: Martin A. Illes

Address: 6900 Beta Drive, Suite 300

Mayfield Village, Ohio 44143

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

13.  1/17/02
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

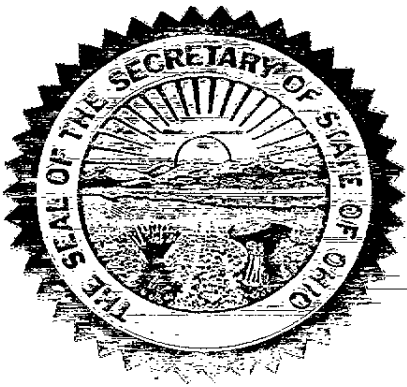
14. Martin J. Degnan, Vice President, General Counsel & Secretary
(Typed or printed name and capacity of person signing application)

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

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FILED
02 JAN 29 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show ANTHONY & SYLVAN MANAGEMENT SERVICES CORP., an Ohio corporation, Charter No. 1274424, having its principal location in Mayfield Village, County of Cuyahoga, was incorporated on November 28, 2001 and is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official seal

at Columbus, Ohio on

January 23, 2002

J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State