

TRANSMITTAL LETTER

F96000002429

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

100001822031
-05/15/96--01041--001
*****70.00 *****70.00

SUBJECT: LIVING CLASSROOMS FOUNDATION, INC.
(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Not For Profit Corporation for Authorization to Conduct Its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign nonprofit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Christopher J. O'Brien, President

(Name of Person)

MEDALLION RESOURCES, INC.

(Firm/Company)

3450 Northlake Boulevard, Suite 212

(Address)

Palm Beach Gardens, FL 33403

(City, State and Zip Code)

5-13
JL

For further information concerning this matter, please call:

Chris O'Brien

(Name of Person)

at (407) 775-0355

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
96 MAY 13 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZA-
TION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:**

1. LIVING CLASSROOMS FOUNDATION, INC.
(Name of corporation; must include the word "INCORPORATED" or "CORPORATION" or words or abbrevia-
tions 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. "Company" or "Co." may not be used as a corporate
suffix by a nonprofit corporation.)

2. Maryland 3. 52-1369524
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 28, 1984 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Fall of 1996 (est.)
(Date corporation first conducted affairs in Florida -
See sections 617.1501, 617.1502, and 617.155, F.S.)

7. 3450 Northlake Boulevard, Suite 212
Palm Beach Gardens, FL 33403
(Current mailing address)

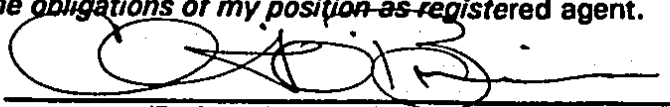
8. Nonprofit 501(c)(3) Educational Foundation
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Christopher J. O'Brien
(Name)
3450 Northlake Boulevard, Suite 212
(Office address)
Palm Beach Gardens, Florida, 33403
(City) (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.


(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.

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56 MAY 13 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Edwin F. Halo, Sr., Chairman
Address: 1801 S. Clinton Street
Baltimore, MD 21224

Vice Chairman and Founder: G. Dennis O'Brien
Address: 3122 Andorra Court
Naples, FL 33999

Director: James A. Flick, Jr., Vice Chairman
Address: 14221 Greencroft Lane
Baltimore, MD 21224

Director: _____
Address: _____

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

President: James Piper Bond
Address: 717 Eastern Avenue
Baltimore, MD 21202

Vice President: Parker Rockefeller
Address: 717 Eastern Avenue
Baltimore, MD 21202

Secretary: Stuart Walman
Address: 801 South Wind Court
Ruxton, MD 21204

Treasurer: Fred M. Gloth, Jr.
Address: 8720 Windsor Mill Road, Baltimore, MD 21207

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

13. *G. Dennis O'Brien*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

G. Dennis O'Brien, Vice Chairman and Founder
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF MARYLAND

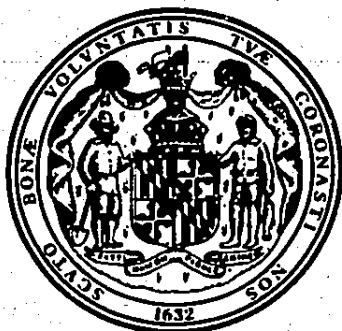
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STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, GLORIA J. WATSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT LIVING CLASSROOMS FOUNDATION, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.



AT5-031

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 6TH DAY OF MAY, 1996.

Gloria J. Watson
GLORIA J. WATSON
OFFICE SUPERVISOR II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA